

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Central District of California  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Innovation Pet, Inc., a California corporation

2. All other names debtor used in the last 8 years  
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 46 - 2078015

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business
<u>17011 Beach Blvd, Suite 900</u>		
Number	Street	Number Street
<u>Huntington Beach CA 92647</u>		P.O. Box
City	State	ZIP Code
City	State	ZIP Code
<u>Orange</u>		Location of principal assets, if different from principal place of business
County		Number Street
		City State ZIP Code

5. Debtor's website (URL) www.innovationpet.com

Debtor Innovation Pet, Inc., a California corporation  
Name

Case number (if known) \_\_\_\_\_

**6. Type of debtor**

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

**7. Describe debtor's business**

*A. Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))  
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))  
☐ Railroad (as defined in 11 U.S.C. § 101(44))  
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))  
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))  
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))  
☒ None of the above

*B. Check all that apply:*

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)  
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)  
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

*C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.*  
4239            

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

*Check one:*

- ☐ Chapter 7  
☐ Chapter 9  
☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Innovation Pet, Inc., a California corporation  
Name

Case number (if known) \_\_\_\_\_

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

☒ No

☐ Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

☒ No

☐ Yes. Debtor \_\_\_\_\_ Relationship \_\_\_\_\_

District \_\_\_\_\_ When \_\_\_\_\_  
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

**11. Why is the case filed in *this* district?**

*Check all that apply:*

☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (*Check all that apply.*)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other \_\_\_\_\_

**Where is the property?**

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State ZIP Code \_\_\_\_\_

**Is the property insured?**

☐ No

☐ Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

Statistical and administrative information

Debtor Innovation Pet, Inc., a California corporation  
Name

Case number (if known) \_\_\_\_\_

**13. Debtor's estimation of available funds**

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.  
☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |  |  |  |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99           | <input type="checkbox"/> 5,001-10,000  | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199         | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999         |  |  |

**15. Estimated assets**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million           | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million          | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million         | <input type="checkbox"/> More than \$50 billion        |

**16. Estimated liabilities**

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input checked="" type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion     |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million           | <input type="checkbox"/> \$1,000,000,001-\$10 billion  |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million          | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million         | <input type="checkbox"/> More than \$50 billion        |

**Request for Relief, Declaration, and Signatures**

**WARNING** — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/18/2020  
MM / DD / YYYY

X

Signature of authorized representative of debtor

Title Chief Executive Officer

Victoria Coopman

Printed name

Debtor Innovation Pet, Inc., a California corporation  
Name

Case number (if known)

18. Signature of attorney

 /s/ James C. Bastian, Jr.

Date

11/18/2020

Signature of attorney for debtor

MM / DD / YYYY

James C. Bastian, Jr.

Printed name

Shulman Bastian Friedman & Bui LLP

Firm name

100 Spectrum Center Drive, Suite 100

Number Street

Irvine

CA

92618

City

State

ZIP Code

949-340-3400

JBastian@shulmanbastian.com

Contact phone

Email address

175415

California

Bar number

State

CERTIFICATION OF THE SECRETARY  
OF  
**INNOVATION PET, INC.,**  
a California corporation

This is to certify that at a special meeting of the Board of Directors of INNOVATION PET, INC., a California corporation, held on November 13, 2020, the following resolution was duly adopted:

"NOW, THEREFORE, BE IT RESOLVED, that this Corporation is unable to pay its debts as said debts mature;

FURTHER RESOLVED, that the officers of this Corporation are, and they hereby are authorized and directed to prepare, file and execute the Corporation's Petition for Bankruptcy provided in Chapter 11 Subchapter V of the Bankruptcy Code and all of the necessary papers in connection therewith, in the United States Bankruptcy Court, Central District of California, in the Santa Ana Division, and further to such end, to do any other acts, execute all necessary documents to effectuate the transaction with RS1 Innovation, Inc., including but not limited to asset purchase agreement, intellectual property license agreement, secondment agreement, financing agreement, and management agreement, and take any other steps in the name and in behalf of the Corporation necessary or appropriate to obtaining such relief;

FURTHER RESOLVED, that the officers are further authorized to retain as counsel for the Corporation in said proceeding, the law firm of Shulman Bastian Friedman & Bui LLP."

DATED: November 13, 2020

  
TIMOTHY TAFT, SECRETARY

**Fill in this information to identify the case:**

Debtor name Innovation Pet, Inc., a California corporation  
United States Bankruptcy Court for the **Central** District of **California**  
(State)  
Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Centerpoint Warehouse Attn Jose Fitzgerald Po Box 140 Grandview, MO 64030	Centerpoint Warehouse Attn Jose Fitzgerald Phone: 816.353.9500 Email: kelly@cpekc.com	Third Party Logistics				\$ 699.20
2	Fujian Dushi Wooden Industry Attnpaul Dushi Shaowu Econ And Tech Dev Zodne Fujian, CHINA	O&O Investigations Inc Attn Oleg Flaksman, Partner Phone: 800-959-0154 Email: oleg@oinvestigations.com; lauren@drspartners.us; arthur.tretiakov@recoverthedebt.com	Purchase Of Product For Wholesale				\$933,887.31
3	Gray Proctor & Mcmannis Attn Charles Proctor 3991 Macarthur Suite 240 Newport Beach, CA 92660	Gray Proctor & Mcmannis Attn Charles Proctor Phone: 949-251-4888 Email: cproctor@cpmcpa.com	Account Servicess/Tax Returns				\$2,880.00
4	Jay Cambare 30001 Golden Lantern Apt 63 Laguna Niguel, CA 92677	Jay Cambare Phone: 714-342-4819 Email: jaycambare@yahoo.com	Marketing				\$11,279.88
5	Laroy Group Attn Bob Smitz Industrieweg 98-100 9032 Wondelgem, BELGIË	Laroy Group Attn Bob Smitz Phone: +32 9 216 85 65 Email: Bob.Smitz@laroygroup.com	Petco Cash Receipts				\$216,720.85
6	Liberty Mutual Insurance Attn President Po Box 1604 New York, NY 10116-1604	Liberty Mutual Insurance Attn President Phone: 877-688-8254 Email: customerservice@askliberty.com	Insurance (General Liability/Product Liability)				\$7,359.20



	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7	Nationwide Logistics Attn Trista Kinman Po Box 14508 Cincinnati, OH 45250	Nationwide Logistics Attn Trista Kinman Phone: 513-741-4503 Email: ar@nationwidelogistics.net	Trucking/ Shipping				\$34,920.73
8	New Concepts International Ind Limited Attn Thierry Jacquemin Unit 514 5/F Kenning Ind Bldg No 19 Wang Hoi Rd Kowloon Bay, HONG KONG	New Concepts International Ind Limited Attn Thierry Jacquemin Phone: +852-531-33470 Email: Thierry@NCMax.net	Purchase Of Product For Wholesale				\$53,754.32
9	Nik Transport Attn President 10330 Pioneer Blvd #100 Santa Fe Springs, CA 90670	Nik Transport Attn President Phone: 562-758-9615 Email: mik@niktransport.com	Third Party Logistics				\$1,427.89
10	Reine Castillo 4017 Chowen Ave S Minneapolis, MN 55410	Reine Castillo Phone: 504-319-6593 Email: castillo.reine@yahoo.com	Product Development/Sales Rep Services				\$6,716.53
11	SMH Financial Services Attn Sharon Heiser 19200 Von Karman Suite 600 Irvine, CA 92612	Smh Financial Services Attn Sharon Heiser Phone: 949-322-9690 Email:	Accounting Services/Independent Representative				\$5,100.00
12	SPS Commerce Attn A/R Ryan Ross 333 South Seventh St Suite 1000 Minneapolis, MN 55402	SPS Commerce Attn A/R Ryan Ross Phone: 612-435-9400 Email: rross@spscommerce.com	Services	Disputed			\$14,861.45
13	Stetina Brunda Garred & Brucker Ip Law Attn Renee Lau 75 Enterprise Suite 250 Aliso Viejo, CA 92656	Stetina Brunda Garred & Brucker Ip Law Attn Renee Lau Phone: 949-855-1246 Email: rlau@stetinalaw.com	Lega Fees Related To Patent Application				\$15,365.00
14	The Loan Source Attn President 353 E 83rd St New York, NY 10029	The Loan Source Attn President Phone: 800-929-2235 Email: customerservice@theloansource.com	Payroll Protection Plan/SBA Loan (Under Foregiveness Review)				\$49,117.00
15	The Ma Paterson Attn President 840 Mustang Drive Grapevine, TX 76051	The Ma Paterson Attn President Phone: 817-328-3900 Email:	Marketing Services/Packag e Design				\$1,798.03



	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
16	Vocational Improvement Program Inc Attn Jeff Specchio 1310 East Riverview Drive San Bernardino, CA 92408	Vocational Improvement Program Inc Attn Jeff Specchio Phone: 909 478-7537 Email: jeffs@vipsolutions.com	Co-Packing Service And Materials				\$5,779.44
17	Worldwide Express Attn Felicia Hudak 1720 Spillman Drive Suite 240 Bethlehem, PA 18015	Worldwide Express Attn Felicia Hudak Phone: 484-403-4916 Email: collections@wwex.com	Third Party UPS Shipping Charges				\$2,555.52
18	Wuxi Shuangzhen Attn He Rong Fan Shuofang Ind Park Wuxi New District, CHINA	Wuxi Shuangzhen Attn He Rong Fan Phone: 86-510-85308918 Email: shuangzhen_pet@vip.163.com	Purchase Of Product For Wholesale				\$28,271.53
19	Xiamen Dadu Century Co., Ltd Attn Amy Dadu 5f Haiyun Bld No 16 Haishan Rd Huli Dist Xiamen, CHINA	O&O Investigations Inc Attn Oleg Flaksman, Partner Phone: 800-959-0154 Email: oleg@oinvestigations.com; lauren@drspartners.us; arthur.tretiakov@recoverthedebt.com	Purchase Of Product For Wholesale				\$790,539.89

<p>Attorney or Party Name, Address, Telephone &amp; FAX Nos., State Bar No. &amp; Email Address</p> <p>James C. Bastian, Jr. - Bar No. 175415 Melissa Davis Lowe - Bar No. 245521 SHULMAN BASTIAN FRIEDMAN &amp; BUI LLP 100 Spectrum Center Drive, Suite 600 Irvine, California 92618 Telephone: (949) 340-3400 Facsimile: (949) 340-3000 Email: JBastian@shulmanbastian.com MLowe@shulmanbastian.com</p>		<p>FOR COURT USE ONLY</p>	
<p><input checked="" type="checkbox"/> Attorney for: Debtor and Debtor in Possession</p>			
<p><b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA DIVISION</b></p>			
<p>In re: INNOVATION PET, INC., a California corporation</p>		<p>CASE NO.: ADVERSARY NO.: CHAPTER: 11</p>	
<p>Debtor(s).</p>			
<p>Plaintiff(s),</p>		<p><b>CORPORATE OWNERSHIP STATEMENT PURSUANT TO FRBP 1007(a)(1) and 7007.1, and LBR 1007-4</b></p>	
<p>Defendant(s).</p>		<p>[No hearing]</p>	

*Pursuant to FRBP 1007(a)(1) and 7007.1, and LBR 1007-4, any corporation, other than a governmental unit, that is a debtor in a voluntary case or a party to an adversary proceeding or a contested matter shall file this Statement identifying all its parent corporations and listing any publicly held company, other than a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interest, or state that there are no entities to report. This Corporate Ownership Statement must be filed with the initial pleading filed by a corporate entity in a case or adversary proceeding. A supplemental statement must promptly be filed upon any change in circumstances that renders this Corporate Ownership Statement inaccurate.*

I, (*Printed name of attorney or declarant*) Victora Coopman, the undersigned in the above-captioned case, hereby declare under penalty of perjury under the laws of the United States that the following is true and correct:

**[Check the appropriate boxes and, if applicable, provide the required information.]**

1. I have personal knowledge of the matters set forth in this Statement because:

- ☒ I am the president or other officer or an authorized agent of the Debtor corporation  
☐ I am a party to an adversary proceeding  
☐ I am a party to a contested matter  
☐ I am the attorney for the Debtor corporation

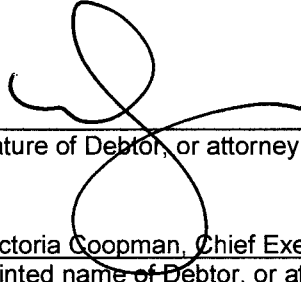
2. a. ☐ The following entities, other than the Debtor or a governmental unit, directly or indirectly own 10% or more of any class of the corporation's(s') equity interests:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

[For additional names, attach an addendum to this form.]

b. ☒ There are no entities that directly or indirectly own 10% or more of any class of the corporation's equity interest.

Date: 11/18/2020

By:   
\_\_\_\_\_  
Signature of Debtor, or attorney for Debtor

Name: Victoria Coopman, Chief Executive Officer  
\_\_\_\_\_  
Printed name of Debtor, or attorney for Debtor

**UNITED STATES BANKRUPTCY COURT**  
**CENTRAL DISTRICT OF CALIFORNIA, SANTA ANA DIVISION**

In re

**INNOVATION PET, INC., a California corporation**

Debtor.

Case No.

Chapter 11

**LIST OF EQUITY HOLDERS**

<u>Shareholder</u>	<u>% of Interest</u>
SEE ATTACHED	

I declare, under penalty of perjury, that the foregoing is true and correct.

Date: November 18, 2020

**INNOVATION PET, INC., a California corporation**

By: Victoria Coopman, Chief Executive Officer

Stockholder Name/Holder	Director/Officer	% of Stock Issued
Timothy Taft 762 Hauge St Paul, MN 55104	Director, Secretary	36.5%
Victoria Coopman 22187 Pine Drive Cedarpines Park, CA 92322	Director, CEO, CFO	36.5%
Justin Jones 1401 Kensington Court Southlake, TX 76092	Director	7.5%
Teri P Jones 1401 Kensington Court Southlake, TX 76092	No	7.5%
Raymond & Antoinette Clubb 24 Whitecloud Irvine, CA 92614	No	10.0%
Andrea Farber 237 N Larch Anaheim, CA 92805	No	2.0%
		100.0%

**STATEMENT OF RELATED CASES  
INFORMATION REQUIRED BY LBR 1015-2  
UNITED STATES BANKRUPTCY COURT, CENTRAL DISTRICT OF CALIFORNIA**

1. A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, his/her spouse, his or her current or former domestic partner, an affiliate of the debtor, any copartnership or joint venture of which debtor is or formerly was a general or limited partner, or member, or any corporation of which the debtor is a director, officer, or person in control, as follows: (Set forth the complete number and title of each such of prior proceeding, date filed, nature thereof, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

None.

2. (If petitioner is a partnership or joint venture) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor or an affiliate of the debtor, or a general partner in the debtor, a relative of the general partner, general partner of, or person in control of the debtor, partnership in which the debtor is a general partner, general partner of the debtor, or person in control of the debtor as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of the proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending and, if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

Not Applicable

3. (If petitioner is a corporation) A petition under the Bankruptcy Act of 1898 or the Bankruptcy Reform Act of 1978 has previously been filed by or against the debtor, or any of its affiliates or subsidiaries, a director of the debtor, an officer of the debtor, a person in control of the debtor, a partnership in which the debtor is general partner, a general partner of the debtor, a relative of the general partner, director, officer, or person in control of the debtor, or any persons, firms or corporations owning 20% or more of its voting stock as follows: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

None

4. (If petitioner is an individual) A petition under the Bankruptcy Reform Act of 1978, including amendments thereof, has been filed by or against the debtor within the last 180 days: (Set forth the complete number and title of each such prior proceeding, date filed, nature of proceeding, the Bankruptcy Judge and court to whom assigned, whether still pending, and if not, the disposition thereof. If none, so indicate. Also, list any real property included in Schedule A/B that was filed with any such prior proceeding(s).)

Not Applicable

I declare, under penalty of perjury, that the foregoing is true and correct.

Executed at Huntington Beach, California

Date: 11/18/2020

\_\_\_\_\_  
Signature of Debtor 1

\_\_\_\_\_  
Signature of Debtor 2

This form is mandatory. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

Fill in this information to identify the case:

Debtor name Innovation Pet, Inc., a California corporation  
United States Bankruptcy Court for the: Central District of CA  
(State)  
Case number (if known): \_\_\_\_\_

☐ Check if this is an  
amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*.....

\$ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*.....

\$ 1,085,209.34

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*.....

\$ 1,085,209.34

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*.....

\$ 748,725.15

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*.....

\$ 31,684.51

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*.....

+ \$ 2,583,770.30

4. **Total liabilities**.....  
Lines 2 + 3a + 3b

\$ 3,364,179.97



## Fill in this information to identify the case:

Debtor name Innovation Pet, Inc., a California corporation

United States Bankruptcy Court for the: \_\_\_\_\_ District of \_\_\_\_\_  
(State)

Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

## Official Form 206A/B

## Schedule A/B: Assets — Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

## Part 1: Cash and cash equivalents

## 1. Does the debtor have any cash or cash equivalents?

- ☐ No. Go to Part 2.
- ☒ Yes. Fill in the information below.

## All cash or cash equivalents owned or controlled by the debtor

## Current value of debtor's interest

## 2. Cash on hand

\$ 0.00

## 3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	
3.1. Pacific Premier Bank	checking	5984	\$ 35.48
3.2. _____	_____	_____	\$ _____

## 4. Other cash equivalents (Identify all)

4.1. _____	\$ _____
4.2. _____	\$ _____

## 5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 35.48

## Part 2: Deposits and prepayments

## 6. Does the debtor have any deposits or prepayments?

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

## Current value of debtor's interest

## 7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit	
7.1. _____	\$ _____
7.2. _____	\$ _____

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**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. \_\_\_\_\_ \$ \_\_\_\_\_

8.2. \_\_\_\_\_ \$ \_\_\_\_\_

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ \_\_\_\_\_

**Part 3: Accounts receivable****10. Does the debtor have any accounts receivable?**☐ No. Go to Part 4.☒ Yes. Fill in the information below.**Current value of debtor's interest****11. Accounts receivable**11a. 90 days old or less: 15,525.30 - 1,500.00 = ..... → \$ 14,025.30  
face amount doubtful or uncollectible accounts11b. Over 90 days old: 594,665.87 - 510,000. = ..... → \$ 84,665.87  
face amount doubtful or uncollectible accounts**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 98,691.17**Part 4: Investments****13. Does the debtor own any investments?**☒ No. Go to Part 5.☐ Yes. Fill in the information below.**Valuation method used for current value****Current value of debtor's interest****14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. \_\_\_\_\_ \$ \_\_\_\_\_

14.2. \_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity:

% of ownership:

15.1. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

15.2. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. \_\_\_\_\_ \$ \_\_\_\_\_

16.2. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ \_\_\_\_\_

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**Part 5:** Inventory, excluding agriculture assets**18. Does the debtor own any inventory (excluding agriculture assets)?**

- ☐ No. Go to Part 6.
- ☒ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>19. Raw materials</b> Plastic Bottles	11/12/2020 MM / DD / YYYY	1,428.41 \$	Purchase Cost	1,428.41 \$
<b>20. Work in progress</b> None	MM / DD / YYYY	\$		\$
<b>21. Finished goods, including goods held for resale</b> Chicken Coops, Accessories, Treats	09/14/2020 MM / DD / YYYY	76,826.21 \$	Landed Cost	76,826.21 \$
<b>22. Other inventory or supplies</b> None	MM / DD / YYYY	\$		\$
<b>23. Total of Part 5</b> Add lines 19 through 22. Copy the total to line 84.				\$ 78,254.62

**24. Is any of the property listed in Part 5 perishable?**

- ☐ No
- ☒ Yes

**25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☐ No
- ☒ Yes. Book value 3,655.48 Valuation method Purchase Cost Current value 3,655.48

**26. Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes

**Part 6:** Farming and fishing-related assets (other than titled motor vehicles and land)**27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>28. Crops—either planted or harvested</b>	\$		\$
<b>29. Farm animals</b> <i>Examples:</i> Livestock, poultry, farm-raised fish	\$		\$
<b>30. Farm machinery and equipment</b> (Other than titled motor vehicles)	\$		\$
<b>31. Farm and fishing supplies, chemicals, and feed</b>	\$		\$
<b>32. Other farming and fishing-related property not already listed in Part 6</b>	\$		\$

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33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ \_\_\_\_\_

34. **Is the debtor a member of an agricultural cooperative?**☐ No☐ Yes. Is any of the debtor's property stored at the cooperative?☐ No☐ Yes35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**☐ No☐ Yes. Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_36. **Is a depreciation schedule available for any of the property listed in Part 6?**☐ No☐ Yes37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**☐ No☐ Yes**Part 7:** Office furniture, fixtures, and equipment; and collectibles38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**☐ No. Go to Part 8.☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. <b>Office furniture</b>			
None _____	\$ _____	_____	\$ _____
40. <b>Office fixtures</b>			
None _____	\$ _____	_____	\$ _____
41. <b>Office equipment, including all computer equipment and communication systems equipment and software</b>			
Misc. Office Equipment: computers, printers, software, cell phones _____	\$ 2,344.71	current cost	\$ 2,344.71
42. <b>Collectibles</b> <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 None _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 2,344.71

44. **Is a depreciation schedule available for any of the property listed in Part 7?**☒ No☐ Yes45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**☒ No☐ Yes

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**Part 8:** Machinery, equipment, and vehicles**46. Does the debtor own or lease any machinery, equipment, or vehicles?**

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
<b>47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles</b>			
47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____
<b>48. Watercraft, trailers, motors, and related accessories</b> Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels			
48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____
<b>49. Aircraft and accessories</b>			
49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____
<b>50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)</b>			
_____	\$ _____	_____	\$ _____
<b>51. Total of Part 8.</b> Add lines 47 through 50. Copy the total to line 87.			\$ _____

**52. Is a depreciation schedule available for any of the property listed in Part 8?**

- ☒ No
- ☐ Yes

**53. Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes

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**Part 9:** Real property**54. Does the debtor own or lease any real property?**

- ☐ No. Go to Part 10.
- ☒ Yes. Fill in the information below.

**55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest**

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 Small warehouse and office space 736 S Waterman Ave San Bernardino, CA	Lease	\$ 0.00		\$ 0.00
55.2		\$		\$
55.3		\$		\$
55.4		\$		\$
55.5		\$		\$
55.6		\$		\$

**56. Total of Part 9.**

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

**57. Is a depreciation schedule available for any of the property listed in Part 9?**

- ☒ No
- ☐ Yes

**58. Has any of the property listed in Part 9 been appraised by a professional within the last year?**

- ☒ No
- ☐ Yes

**Part 10:** Intangibles and intellectual property**59. Does the debtor have any interests in intangibles or intellectual property?**

- ☐ No. Go to Part 11.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. <b>Patents, copyrights, trademarks, and trade secrets</b> Trademarks: Coops & Feathers (see attached list)	\$ 250,000.00	Est. **	\$ 250,000.00
61. <b>Internet domain names and websites</b> None	\$		\$
62. <b>Licenses, franchises, and royalties</b> None	\$		\$
63. <b>Customer lists, mailing lists, or other compilations</b> Customer Lists	\$ 250,000.00	Est.**	\$ 250,000.00
64. <b>Other intangibles, or intellectual property</b> None	\$		\$
65. <b>Goodwill</b> None	\$		\$

**66. Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\*\* Amounts are estimates based on the pending sale offer.

\$ 500,000.00

**Innovation Pet, Inc.**  
**Attachment to Schedule A/B**  
**item 60, Trademarks**

<b>Serial #</b>	<b>Reg #</b>	<b>Trademark Name</b>	<b>Goods &amp; Services</b>	<b>Registration Date</b>	<b>Owner</b>	<b>Trademark Status</b>
86671286	4892812	Coops & Feathers	Chicken coops; Modular non-metal animal houses for chickens; Modular non-metal chicken houses; Poultry nest pads; Pre-fabricated non-metal chicken houses; Pre-fabricated non-metal houses for chickens.	January 26, 2016	Innovation Pet, Inc	LIVE
86161623	4584093	Kitty Arcade	Pet Toys	January 9, 2014	Innovation Pet, Inc	Live
86120952	4563538	Critter Connection	Pet Toys	November 17, 2013	Innovation Pet, Inc	Live
86033505	4497989	Kitty Connection	Pet Toys	August 9, 2013	Innovation Pet, Inc	LIVE
87410262	5323489	Rolls Rocky	Pet Treats	April 13, 2017	Innovation Pet, Inc	live
87825126		Healthy Hen	essential Oils, coops, food stuffs for chickens	March 8, 2018	Innovation Pet, Inc	Not Granted
88040958		Healthy Hen Natural Wellness Products	essential Oils, food stuffs for chickens	July 17, 2018	Innovation Pet, Inc	Not Granted
88041003		Healthy Hen Chicken Treats	edible organic pet treats	July 17 2018	Innovation Pet, Inc	Not Granted
88416709		Healthy Hen (Logo)	food stuffs for chickens	May 6, 2019	Innovation Pet, Inc	Not Granted



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Case number (if known)

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No  
☒ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No  
☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

**Part 11:** All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☐ No. Go to Part 12.  
☒ Yes. Fill in the information below.

**Current value of  
debtor's interest**

71. Notes receivable

Description (include name of obligor)

\_\_\_\_\_ — \_\_\_\_\_ = → \$ \_\_\_\_\_  
Total face amount doubtful or uncollectible amount

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____
_____	Tax year _____	\$ _____

73. Interests in insurance policies or annuities

\_\_\_\_\_ \$ \_\_\_\_\_

74. Causes of action against third parties (whether or not a lawsuit has been filed)

Cap Flow Funding Managers LLC \$ 405,883.00

Nature of claim Took AR Cash Receipts Not Owed them

Amount requested \$ 405,883.00

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

\_\_\_\_\_ \$ \_\_\_\_\_

Nature of claim \_\_\_\_\_

Amount requested \$ \_\_\_\_\_

76. Trusts, equitable or future interests in property

\_\_\_\_\_ \$ \_\_\_\_\_

77. Other property of any kind not already listed Examples: Season tickets, country club membership

\_\_\_\_\_ \$ \_\_\_\_\_

\_\_\_\_\_ \$ \_\_\_\_\_

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 405,883.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☒ No  
☐ Yes

Debtor

Name

Case number (if known)

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$ 35.48	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$ 98,691.17	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$ 78,254.62	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$ 2,344.71	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. <b>Real property.</b> <i>Copy line 56, Part 9.</i> .....	→	\$ 0.00
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$ 500,000.00	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ \$ 405,883.00	
91. <b>Total.</b> Add lines 80 through 90 for each column. .... 91a.	\$ 1,085,209.34	+ 91b. \$ 0.00
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		\$ 1,085,209.34

**Fill in this information to identify the case:**

Debtor name **Innovation Pet, Inc., a California corporation**

United States Bankruptcy Court for the: **Central** District of **California**

Case number (if known): \_\_\_\_\_

☐ Check if this is an amended filing

**Official Form 206D**

**Schedule D: Creditors Who Have Claims Secured by Property**

12/15

Be as complete and accurate as possible.

1. **Do any creditors have claims secured by debtor's property?**

☐ No. Check this box and submit page 1 of this form to the court with the debtor's other schedules. Debtor has nothing else to report on this form

☒ Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

2. **List in alphabetical order all creditors who have secured claims.**

If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral	Column B Amount of claim Value of collateral that supports this claim
2.1 Creditor's name	Describe debtor's property that is subject to a lien	\$ .00	\$
<b>CAPFLOW FUNDING GROUP MANAGERS LLC</b>	<b>Collateral: Purchased Accounts Sold By Debtor To Claimant And All Assets Of Debtor</b>		
Creditor's mailing address	Describe the lien		
<b>ATTN ANDREW J COON PRESIDENT 201 ROUTE 17 SUITE 805 RUTHERFORD, NJ 07070</b>	<b>Purchaser Order And Factoring Facility Dated 12/21/2015; UCC-1 Filed 12/16/2015, Filing #15-7499759612</b>		
	Is the creditor an insider or related party?		
	<input type="checkbox"/> No.		
	<input type="checkbox"/> Yes.		
Creditor's email address, if known	Is anyone else liable on this claim?		
	<input type="checkbox"/> No.		
Date debt was incurred 12/21/2015	<input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H)		
Last four digits of account number	<b>As of the petition filing date, the claim is:</b>		
	Check all that apply		
	<input type="checkbox"/> Contingent.		
	<input type="checkbox"/> Unliquidated		
Do multiple creditors have an interest in the same property?	<input checked="" type="checkbox"/> Disputed		
<input type="checkbox"/> No.			
<input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority			
<b>Pacific Premier Bank: 1st CapFlow Funding Group: 2nd PMW LLC: 3rd Internal Revenue Service: 4th</b>			

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

		Column A Amount of claim Do not deduct the value of collateral	Column B Amount of claim Value of collateral that supports this claim
2.2 Creditor's name <b>CAPTIAL 2 THRIVE</b>	Describe debtor's property that is subject to a lien <b>Collateral: All Business Assets</b>	\$ .00	\$
Creditor's mailing address <b>ATTN PRESIDENT 1801 BROADWAY SUITE 1350 DENVER, CO 80202</b>	Describe the lien <b>UCC-1 Filed 10/19/2016, Filing #16-7551592900</b>		
Creditor's email address, if known	Is the creditor an insider or related party? <input type="checkbox"/> No. <input type="checkbox"/> Yes.		
Date debt was incurred <b>10/19/2016</b>	Is anyone else liable on this claim? <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H)		
Last four digits of account number	As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed		
Do multiple creditors have an interest in the same property? <input type="checkbox"/> No. <input type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority			
2.3 Creditor's name <b>INTERNAL REVENUE SERVICE</b>	Describe debtor's property that is subject to a lien <b>Collateral: All Assets</b>	\$27,872.77	\$
Creditor's mailing address <b>PO BOX 7346 PHILADELPHIA, PA 19101-7346</b>	Describe the lien <b>941 For Periods Ending 3/31/2017, 9/30/2017, 12/31/2017 Notice of Federal Tax Lien filed 12/17/2019, filing #19-7752901475</b>		
Creditor's email address, if known	Is the creditor an insider or related party? <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes.		
Date debt was incurred	Is anyone else liable on this claim? <input type="checkbox"/> No. <input type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H)		
Last four digits of account number	As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		
Do multiple creditors have an interest in the same property? <input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority <b>Pacific Premier Bank: 1st CapFlow Funding Group: 2nd PMW LLC: 3rd Internal Revenue Service: 4th</b>			

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

		Column A Amount of claim Do not deduct the value of collateral	Column B Amount of claim Value of collateral that supports this claim
2.4 Creditor's name <b>PACIFIC PREMIER BANK</b>  Creditor's mailing address <b>ATTN JOSH NAJARRO 17901 VAN KARMAN SUITE 1200 IRVINE, CA 92614</b>  Creditor's email address, if known <b>jnarjarro@ppbi.com</b>  Date debt was incurred <b>2014 to present</b>  Last four digits of account number <b>0004</b>  Do multiple creditors have an interest in the same property? <input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority <b>Pacific Premier Bank: 1st CapFlow Funding Group: 2nd PMW LLC: 3rd Internal Revenue Service: 4th</b>	Describe debtor's property that is subject to a lien <b>Collateral: Blanket Lien</b>  Describe the lien <b>Credit Line UCC-1 Filed 1/30/2015, Filing #15-7448171149</b>  Is the creditor an insider or related party? <input type="checkbox"/> No. <input type="checkbox"/> Yes.  Is anyone else liable on this claim? <input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H) <b>As of the petition filing date, the claim is:</b> Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$250,000.00</b>	
2.5 Creditor's name <b>PACIFIC PREMIER BANK</b>  Creditor's mailing address <b>ATTN JOSH NAJARRO 17901 VAN KARMAN SUITE 1200 IRVINE, CA 92614</b>  Creditor's email address, if known <b>jnarjarro@ppbi.com</b>  Date debt was incurred <b>2015 to present</b>  Last four digits of account number <b>0005</b>  Do multiple creditors have an interest in the same property? <input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority <b>Pacific Premier Bank: 1st CapFlow Funding Group: 2nd PMW LLC: 3rd Internal Revenue Service: 4th</b>	Describe debtor's property that is subject to a lien <b>Collateral: Blanket Lien</b>  Describe the lien <b>Credit Line UCC-1 Filed 4/17/2014, Filing #14-7408153922</b>  Is the creditor an insider or related party? <input type="checkbox"/> No. <input type="checkbox"/> Yes.  Is anyone else liable on this claim? <input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H) <b>As of the petition filing date, the claim is:</b> Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	<b>\$150,000.00</b>	<b>\$</b>

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

		Column A Amount of claim Do not deduct the value of collateral	Column B Amount of claim Value of collateral that supports this claim
2.6 Creditor's name <b>PMW LLC</b>	Describe debtor's property that is subject to a lien <b>Collateral: Blanket Lien</b>	<b>\$320,852.39</b>	<b>\$</b>
Creditor's mailing address <b>ATTN KACEE LARSON 3575 RINGSBY CT #411 DENVER, CO 80216</b>	Describe the lien <b>Purchase Order Finance Agreement Dated 6/17/2019 UCC-1 Filed 8/22/2019, Filing #19-7729283139</b>		
Creditor's email address, if known <b>klarson@pmw.llc</b>	Is the creditor an insider or related party? <input type="checkbox"/> No. <input type="checkbox"/> Yes.		
Date debt was incurred <b>6/17/2019</b>	Is anyone else liable on this claim? <input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes. Fill out Schedule H: Codebtors (Official Form 206H)		
Last four digits of account number <b>Innovaton Pet Inc</b>	As of the petition filing date, the claim is: Check all that apply		
Do multiple creditors have an interest in the same property? <input type="checkbox"/> No. <input checked="" type="checkbox"/> Yes. Specify each creditor, including this creditor, and its relative priority <b>Pacific Premier Bank: 1st CapFlow Funding Group: 2nd PMW LLC: 3rd Internal Revenue Service: 4th</b>	<input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed		

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional  
Page, if any

**\$748,725.16**

**Fill in this information to identify the case:**

Debtor name **Innovation Pet, Inc., a California corporation**  
United States Bankruptcy Court for the: **Central District of California**  
Case number (If known):

☐ Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

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Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1:** List Creditors With PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☐ No. Go to Part 2.  
☒ Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
<b>2.1 Priority creditor's name and mailing address</b>  <b>Internal Revenue Service</b> <b>PO Box 7346</b> <b>Philadelphia, PA 19101-7346</b>  Date or dates debt was incurred  Last four digits of account number  Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(8)	<b>As of the petition filing date, the claim is:</b> \$28,271.53  Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim</b> <b>Payroll Taxes for periods 1/1/2018</b> <b>2/28/2020</b>  Is the claim subject to setoff? <input type="checkbox"/> No. <input type="checkbox"/> Yes.	\$0.00
<b>2.2 Priority creditor's name and mailing address</b>  <b>California Franchise Tax Board</b> <b>Bankruptcy Section MS: A-340</b> <b>PO Box 2952</b> <b>Sacramento, CA 95812-2952</b>  Date or dates debt was incurred  Last four digits of account number  Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(8)	<b>As of the petition filing date, the claim is:</b> \$0.00  Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim</b> <b>Notice Purposes Only</b>  Is the claim subject to setoff? <input type="checkbox"/> No. <input type="checkbox"/> Yes.	\$0.00



Debtor **Innovation Pet, Inc., a California corporation**

		Total claim	Priority amount
2.3	<b>Priority creditor's name and mailing address</b>  <b>California Department of Tax and Fee Administration</b> <b>Account Information Group MIC:29</b> <b>PO Box 942879</b> <b>Sacramento, CA 94279-0029</b>  Date or dates debt was incurred  Last four digits of account number  Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(8)	<i>As of the petition filing date, the claim is:</i> \$0.00  Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim</b> <b>Notice Purposes Only</b>  Is the claim subject to setoff? <input type="checkbox"/> No. <input type="checkbox"/> Yes.	\$0.00
2.4	<b>Priority creditor's name and mailing address</b>  <b>California Employment Development Department</b> <b>Bankruptcy Group MIC 92E</b> <b>PO Box 826880</b> <b>Sacramento, CA 94280-0001</b>  Date or dates debt was incurred  Last four digits of account number  Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a)(8)	<i>As of the petition filing date, the claim is:</i> \$3,412.98  Check all that apply <input type="checkbox"/> Contingent. <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed <b>Basis for the claim</b> <b>Notice Purposes Only</b>  Is the claim subject to setoff? <input type="checkbox"/> No. <input type="checkbox"/> Yes.	\$0.00

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

**Part 2:** List Creditors With NONPRIORITY Unsecured Claims

3. List in alphabetical order all creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

<b>3.1 Nonpriority creditor's name and mailing address</b> CENTERPOINT WAREHOUSE ATTN JOSE FITZERALD PO BOX 140 GRANDVIEW, MO 64030  Date or dates debt was incurred <b>10/31/2020</b>  Last four digits of account number <b>Innovaton Pet Inc</b>	<b>As of the petition filing date, the claim is:</b> \$ 699.20  Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim</b> Third Party Logistics  <b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes
<b>3.2 Nonpriority creditor's name and mailing address</b> CORONADO INVESTORS PROPERTIES LLC ATTN HANS IMHOF GENERAL MANAGER - WARNER MANAGEMENT 2850 S FARIVIEW STREET SANTA ANA, CA 92704  Date or dates debt was incurred  Last four digits of account number	<b>As of the petition filing date, the claim is:</b> \$ .00  Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim</b> Landlord  <b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes
<b>3.3 Nonpriority creditor's name and mailing address</b> FUJIAN DUSHI WOODEN INDUSTRY ATTNPAUL DUSHI SHAOWU ECON AND TECH DEV ZONE FUJIAN, CHINA  Date or dates debt was incurred <b>1/1/2019 - 2/1/2020</b>  Last four digits of account number <b>Innovaton Pet Inc</b>	<b>As of the petition filing date, the claim is:</b> \$933,887.31  Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim</b> Purchase Of Product For Wholesale  <b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes
<b>3.4 Nonpriority creditor's name and mailing address</b> GRAY PROCTOR & MCMANNIS ATTN CHARLES PROCTOR 3991 MACARTHUR SUITE 240 NEWPORT BEACH, CA 92660  Date or dates debt was incurred <b>10/31/2020</b>  Last four digits of account number <b>Innovaton Pet Inc</b>	<b>As of the petition filing date, the claim is:</b> \$2,880.00  Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed  <b>Basis for the claim</b> Account Servicess/Tax Returns  <b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

<p><b>3.5 Nonpriority creditor's name and mailing address</b></p> <p>JAY CAMBARE 30001 GOLDEN LANTERN APT 63 LAGUNA NIGUEL, CA 92677</p> <p>Date or dates debt was incurred <b>6/1/2019 - 2/28/2020</b></p> <p>Last four digits of account number <b>Innovaton Pet Inc</b></p>	<p><b>As of the petition filing date, the claim is:</b> \$11,279.88</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Marketing</p> <p><b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes</p>
<p><b>3.6 Nonpriority creditor's name and mailing address</b></p> <p>LAROY GROUP ATTN BOB SMITZ INDUSTRIEWEG 98-100 9032 WONDELGEM, BELGIË</p> <p>Date or dates debt was incurred <b>1/1/2020 - 9/1/2020</b></p> <p>Last four digits of account number <b>Innovation Pet Inc/Petco</b></p>	<p><b>As of the petition filing date, the claim is:</b> \$216,720.85</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Petco Cash Receipts</p> <p><b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes</p>
<p><b>3.7 Nonpriority creditor's name and mailing address</b></p> <p>LIBERTY MUTUAL INSURANCE ATTN PRESIDENT PO BOX 1604 NEW YORK, NY 10116-1604</p> <p>Date or dates debt was incurred <b>1/1/2020</b></p> <p>Last four digits of account number <b>1870</b></p>	<p><b>As of the petition filing date, the claim is:</b> \$7,359.20</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Insurance (General Liability/Product Liability)</p> <p><b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes</p>
<p><b>3.8 Nonpriority creditor's name and mailing address</b></p> <p>NATIONWIDE LOGISTICS ATTN TRISTA KINMAN PO BOX 14508 CINCINNATI, OH 45250</p> <p>Date or dates debt was incurred <b>6/1/2019 - 2/28/2020</b></p> <p>Last four digits of account number <b>Innovaton Pet Inc</b></p>	<p><b>As of the petition filing date, the claim is:</b> \$34,920.73</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Trucking/Shipping</p> <p><b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes</p>
<p><b>3.9 Nonpriority creditor's name and mailing address</b></p> <p>NEW CONCEPTS INTERNATIONAL IND LIMITED ATTN THIERRY JACQUEMIN UNIT 514 5/F KENNING IND BLDG NO 19 WANG HOI RD KOWLOON BAY, HONG KONG</p> <p>Date or dates debt was incurred <b>1/21/2020</b></p> <p>Last four digits of account number <b>Innovaton Pet Inc</b></p>	<p><b>As of the petition filing date, the claim is:</b> \$53,754.32</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Purchase Of Product For Wholesale</p> <p><b>Is the claim subject to setoff?</b> <input checked="" type="checkbox"/> No. <input type="checkbox"/> Yes</p>

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

<p><b>3.10 Nonpriority creditor's name and mailing address</b></p> <p>NIK TRANSPORT ATTN PRESIDENT 10330 PIONEER BLVD #100 SANTA FE SPRINGS, CA 90670</p> <p><b>Date or dates debt was incurred</b> 11/11/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$1,427.89</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Third Party Logistics</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.11 Nonpriority creditor's name and mailing address</b></p> <p>O&amp;O INVESTIGATIONS INC ATTN OLEG FLAKSMAN, PARTNER 10100 SANTA MONICA BLVD LOS ANGELES, CA 90067</p> <p><b>Date or dates debt was incurred</b></p> <p><b>Last four digits of account number</b></p>	<p><b>As of the petition filing date, the claim is:</b> \$ .00</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Notice For Fujian Dushi Wood Industry And Xiamen Dadu Century Co., Ltd</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.12 Nonpriority creditor's name and mailing address</b></p> <p>REINE CASTILLO 4017 CHOWEN AVE S MINNEAPOLIS, MN 55410</p> <p><b>Date or dates debt was incurred</b> 5/1/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$6,716.53</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Product Development/Sales Rep Services</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.13 Nonpriority creditor's name and mailing address</b></p> <p>SMH FINANCIAL SERVICES ATTN SHARON HEISER 19200 VON KARMAN SUITE 600 IRVINE, CA 92612</p> <p><b>Date or dates debt was incurred</b> 9/1/2019 - 3/1/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$5,100.00</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Accounting Services/Independent Representative</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.14 Nonpriority creditor's name and mailing address</b></p> <p>SPS COMMERCE ATTN ACCOUNTS RECEIVABLE RYAN ROSS 333 SOUTH SEVENTH ST SUITE 1000 MINNEAPOLIS, MN 55402</p> <p><b>Date or dates debt was incurred</b> 1/19/2020-10/19/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$14,861.45</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input checked="" type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Services</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

<p><b>3.15 Nonpriority creditor's name and mailing address</b></p> <p>STETINA BRUNDA GARRED &amp; BRUCKER IP LAW ATTN RENEE LAU 75 ENTERPRISE SUITE 250 ALISO VEIJO, CA 92656</p> <p><b>Date or dates debt was incurred</b> 1/22/2019</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$15,365.00</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Lega Fees Related To Patent Application</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.16 Nonpriority creditor's name and mailing address</b></p> <p>TERI AND JUSTIN JONES ATTN ADAM CONNATSER 2929 CARLISLE ST DALLAS, TX 75204</p> <p><b>Date or dates debt was incurred</b> 5/19/2014-12/23/2014</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$200,000.00</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Unsecured Loan</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.17 Nonpriority creditor's name and mailing address</b></p> <p>THE LOAN SOURCE ATTN PRESIDENT 353 E 83RD ST NEW YORK, NY 10029</p> <p><b>Date or dates debt was incurred</b> 4/20/2020</p> <p><b>Last four digits of account number</b> 7109</p>	<p><b>As of the petition filing date, the claim is:</b> \$49,117.00</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Payroll Protection Plan/SBA Loan (Under Foregiveness Review)</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.18 Nonpriority creditor's name and mailing address</b></p> <p>THE MA PATERSON ATTN PRESIDENT 840 MUSTANG DRIVE GRAPEVINE, TX 76051</p> <p><b>Date or dates debt was incurred</b> 9/1/2019</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$1,798.03</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Marketing Services/Package Design</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>
<p><b>3.19 Nonpriority creditor's name and mailing address</b></p> <p>VICTORIA COOPMAN 22187 PINE DRIVE CEDERPINES PARK, CA 92322</p> <p><b>Date or dates debt was incurred</b> 9/15/2014 - 2/14/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$153,030.00</p> <p>Check all that apply  <input type="checkbox"/> Contingent  <input type="checkbox"/> Unliquidated  <input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Unsecured Loan</p> <p><b>Is the claim subject to setoff?</b>  <input checked="" type="checkbox"/> No.  <input type="checkbox"/> Yes</p>

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

<p><b>3.20 Nonpriority creditor's name and mailing address</b></p> <p>VICTORIA COOPMAN 22187 PINE DRIVE CEDERPINES PARK, CA 92322</p> <p><b>Date or dates debt was incurred</b> 1/1/2018 - 11/14/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$47,706.53</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Operational Expenses Including Travel, Shipping Cots, Trade Sho Costs</p> <p><b>Is the claim subject to setoff?</b></p> <p><input checked="" type="checkbox"/> No.</p> <p><input type="checkbox"/> Yes</p>
<p><b>3.21 Nonpriority creditor's name and mailing address</b></p> <p>VOCATIONAL IMPROVEMENT PROGRAM INC ATTN JEFF SPECCHIO 1310 EAST RIVERVIEW DRIVE SAN BERNARDINO, CA 92408</p> <p><b>Date or dates debt was incurred</b> 6/1/2019 - 10/31/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$5,779.44</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Co-Packing Service And Materials</p> <p><b>Is the claim subject to setoff?</b></p> <p><input checked="" type="checkbox"/> No.</p> <p><input type="checkbox"/> Yes</p>
<p><b>3.22 Nonpriority creditor's name and mailing address</b></p> <p>WORLDWIDE EXPRESS ATTN FELICIA HUDAK 1720 SPILLMAN DRIVE SUITE 240 BETHLEHAM, PA 18015</p> <p><b>Date or dates debt was incurred</b> 1/15/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$2,555.52</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Third Party UPS Shipping Charges</p> <p><b>Is the claim subject to setoff?</b></p> <p><input checked="" type="checkbox"/> No.</p> <p><input type="checkbox"/> Yes</p>
<p><b>3.23 Nonpriority creditor's name and mailing address</b></p> <p>WUXI SHUANGZHEN ATTN HE RONG FAN SHUOFANG IND PARK WUXI NEW DISTRICT, CHINA</p> <p><b>Date or dates debt was incurred</b> 2/24/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$28,271.53</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Purchase Of Product For Wholesale</p> <p><b>Is the claim subject to setoff?</b></p> <p><input checked="" type="checkbox"/> No.</p> <p><input type="checkbox"/> Yes</p>
<p><b>3.24 Nonpriority creditor's name and mailing address</b></p> <p>XIAMEN DADU CENTURY CO., LTD ATTN AMY DADU 5F HAIYUN BLD NO 16 HAISHAN RD HULI DIST XIAMEN, CHINA</p> <p><b>Date or dates debt was incurred</b> 3/1/2019 - 2/28/2020</p> <p><b>Last four digits of account number</b> Innovaton Pet Inc</p>	<p><b>As of the petition filing date, the claim is:</b> \$790,539.89</p> <p>Check all that apply</p> <p><input type="checkbox"/> Contingent</p> <p><input type="checkbox"/> Unliquidated</p> <p><input type="checkbox"/> Disputed</p> <p><b>Basis for the claim</b> Purchase of Product for Wholesale</p> <p><b>Is the claim subject to setoff?</b></p> <p><input checked="" type="checkbox"/> No.</p> <p><input type="checkbox"/> Yes</p>

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

**Part 3:** List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and mailing address	On which line in Part 1 or 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1	Line <input type="checkbox"/> Not listed. Explain	
4.2	Line <input type="checkbox"/> Not listed. Explain	
4.3	Line <input type="checkbox"/> Not listed. Explain	
4.4	Line <input type="checkbox"/> Not listed. Explain	
4.5	Line <input type="checkbox"/> Not listed. Explain	
4.6	Line <input type="checkbox"/> Not listed. Explain	
4.7	Line <input type="checkbox"/> Not listed. Explain	
4.8	Line <input type="checkbox"/> Not listed. Explain	



Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

**Part 4:** Total Amounts of the Priority and Nonpriority Unsecured Claims**5. Add the amounts of priority and nonpriority unsecured claims.**

Total of claim amounts

<b>5a. Total claims from Part 1</b>	<b>5a.</b>	<b>\$31,684.51</b>
<b>5b. Total claims from Part 2</b>	<b>5b. +</b>	<b>\$2,583,770.30</b>
<b>5c. Total of Parts 1 and 2</b> Lines 5a + 5b = 5c.	<b>5c.</b>	<b>\$2,615,454.81</b>

**Fill in this information to identify the case:**Debtor name **Innovation Pet, Inc., a California corporation**United States Bankruptcy Court for the: **Central** District of **California**

Case number (If known): \_\_\_\_\_

☐ Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Lease**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

## 1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and submit this form to the court with the debtor's other schedules. There is nothing else to report on this form.☒ Yes. Fill in all of the information below even if the contracts or leases are listed on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B).

## 2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

## 2.1

State what the contract or lease is for and the nature of the debtor's interest	Lease dated 3/1/2020 for Debtor's 1,420 square fee industrial unit within a multi-tenant complex located at 738 Waterman Avenue, Unit C46, San Bernardino, CA 92408.
State the term remaining	Term of 2 years commencing 3/1/2020
List the contract number of any government contract:	

**Coronado Investors Properties LLC**  
**Hans Imhof, General Manager/Warner Management**  
 2850 S Fairview Street  
 Santa Ana, CA 92704

## 2.2

State what the contract or lease is for and the nature of the debtor's interest	Petco Business Agreement Dated 10/21/2014 Petco Standard Terms & Conditions dated 10/25/2013
State the term remaining	
List the contract number of any government contract:	

**Petco**  
**International Pet Supplies & Distribution Inc.**  
**Petco Animal Supplies Stores Inc.**  
 9125 Rechco Road  
 San Diego, CA 92121

## 2.3

State what the contract or lease is for and the nature of the debtor's interest	MSC Program Agreement dated 4/24/2018
State the term remaining	Term: in effective until terminated upon 90 days notice
List the contract number of any government contract:	

**True Value Company**  
**MSC Finance Dept**  
 8600 West Bryn Mawr  
 Chicago, IL 80631

## 2.4

State what the contract or lease is for and the nature of the debtor's interest	Hired auto insurance through 6/14/2021 #XXXX 9208  Commercial General Liability through 6/14/2010 #XXXX 9208  Umbrella through 6/14/2010, #XXXX 9208
State the term remaining	See above
List the contract number of any government contract:	See above

**Liberty Mutual Insurance**  
 PO Box 1604  
 New York, NY 10116-1604

Debtor **Innovation Pet, Inc., a California corporation**

Case number (if known) \_\_\_\_\_

**2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

**2.5**

State what the contract or lease is for and the nature of the debtor's interest

**Workers compensation insurance through 5/2/2021, #XXX8165****Sequoia Insurance Company  
800 Superior Avenue East, 21st Floor  
Cleveland, OH 44114**

State the term remaining

List the contract number of any government contract:

**Fill in this information to identify the case:**

Debtor name **Innovation Pet, Inc., a California corporation**  
United States Bankruptcy Court for the: **Central** District of **California**  
Case number (If known):

☐ Check if this is an amended filing**Official Form 206H****Schedule H: Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

## 1. Does the debtor have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.  
☒ Yes.

## 2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply
2.1			
Victoria Coopman	22187 Pine Drive Cedarpines Park, CA 92322	Pacific Premier Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> F
2.2			
Timothy Taft	762 Hague St. Paul, MN 55104	Pacific Premier Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> F
2.3			
Raymond and Antoinette Clubb, Trustees of the Clubb Family Trust Created April 13, 2005	24 Whitecloud Irvine, CA 92614	Pacific Premier Bank	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> F
2.4			
Victoria Coopman	22187 Pine Drive Cedarpines Park, CA 92322	Coronado Investors Properties LLC	<input type="checkbox"/> D <input type="checkbox"/> E/F <input checked="" type="checkbox"/> F
2.5			
Victoria Coopman	22187 Pine Drive Cedarpines Park, CA 92322	CapFlow Funding Group Managers LLC	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> F
2.6			
Timothy Taft	762 Hague St. Paul, MN 55104	CapFlow Funding Group Managers LLC	<input checked="" type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> F

Debtor **Innovation Pet, Inc. a California corporation**

Case number (if known) \_\_\_\_\_

**Column 1: Codebtor****Column 2: Creditor****Name****Mailing address****Name***Check all schedules  
that apply***2.7**

Victoria Coopman	22187 Pine Drive Cedarpines Park, CA 92322	PMW LLC	<input checked="" type="checkbox"/>	D
			<input type="checkbox"/>	E/F
			<input type="checkbox"/>	F

**2.8**

Timothy Taft	762 Hague St. Paul, MN 55104	PMW LLC	<input checked="" type="checkbox"/>	D
			<input type="checkbox"/>	E/F
			<input type="checkbox"/>	F

Fill in this information to identify the case and this filing:

Debtor Name Innovation Pet, Inc., a California corporation  
United States Bankruptcy Court for the: Central District District of California  
(State)  
Case number (if known): \_\_\_\_\_

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule \_\_\_\_\_
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement, Statement Related Cases, Mailing List,

#### Equity Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/18/2020  
MM / DD / YYYY

X

Signature of individual signing on behalf of debtor

Victoria Coopman  
Printed name

Chief Executive Officer  
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Innovation Pet, Inc.  
United States Bankruptcy Court for the: \_\_\_\_\_ District of \_\_\_\_\_  
(State)  
Case number (if known): \_\_\_\_\_

☐ Check if this is an  
amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/19

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

Sources of revenue  
Check all that apply

Gross revenue  
(before deductions and exclusions)

From the beginning of the  
fiscal year to filing date:

From 01/01/2020 to Filing date  
MM / DD / YYYY

☒ Operating a business  
☐ Other \_\_\_\_\_

\$ 1,599,385.26

For prior year:

From 01/01/2019 to 12/31/2019  
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business  
☐ Other \_\_\_\_\_

\$ 7,726,790.03

For the year before that:

From 01/01/2018 to 12/31/2018  
MM / DD / YYYY MM / DD / YYYY

☒ Operating a business  
☐ Other \_\_\_\_\_

\$ 16,200,719.66

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None

Description of sources of revenue

Gross revenue from each  
source  
(before deductions and exclusions)

From the beginning of the  
fiscal year to filing date:

From \_\_\_\_\_ to Filing date  
MM / DD / YYYY

\_\_\_\_\_ \$ \_\_\_\_\_

For prior year:

From \_\_\_\_\_ to \_\_\_\_\_  
MM / DD / YYYY MM / DD / YYYY

\_\_\_\_\_ \$ \_\_\_\_\_

For the year before that:

From \_\_\_\_\_ to \_\_\_\_\_  
MM / DD / YYYY MM / DD / YYYY

\_\_\_\_\_ \$ \_\_\_\_\_

Debtor Innovation Pet, Inc. Case number (if known) \_\_\_\_\_  
Name

**Part 2:** List Certain Transfers Made Before Filing for Bankruptcy

**3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. <u>See attached</u> Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,825. (This amount may be adjusted on 4/01/22 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. <u>See attached and Item 30 below.</u> Insider's name _____ Street _____ City _____ State _____ ZIP Code _____  Relationship to debtor _____	_____	\$ _____	_____
4.2. Insider's name _____ Street _____ City _____ State _____ ZIP Code _____  Relationship to debtor _____	_____	\$ _____	_____



Innovation Pet, Inc., a California Corporation  
Attachment to Statement of Affairs  
Item 3, Payments 90 Days  
Item 4, Payments 1 Year

Creditor and Type of Debt	Payments to Creditors 90 Days Before Filing	Payments to or for Benefit of Insiders 1 Year Before Filing
Capflow Funding Group Managers LLC 201 Route 17 Suite 805 Rutherford, NJ 07070 Factored accounts receivable payments Debt to lender is guaranteed by insiders Victoria Coopman, Timothy Taft		\$506,681.00
Pacific Premier Bank 17901 Van Karman Suite 1200 Irvine, CA 92614 Credit Line Interest Payments Debt to lender is guaranteed by insiders Victoria Coopman, Timothy Taft, Raymond and Antoinette Clubb		\$8,715.30
PMW LLC 3575 Ringsby Ct #411 Denver, CO 80216 Purchase Order Financing Debtor to lender is guaranteed by insiders Victoria Coopman, Timothy Taft		\$10,000.00
Employment Development Department Bankruptcy Group MIC 92E PO Box 826880 Sacramento, CA 94280-0001 Payroll taxes	\$19,396.13	

Debtor Innovation Pet, Inc. Case number (if known) \_\_\_\_\_  
Name

### 5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Description of the property	Date	Value of property
5.1. Creditor's name _____ Street _____ City State ZIP Code	_____ _____ _____	_____ _____ _____	\$ _____
5.2. Creditor's name _____ Street _____ City State ZIP Code	_____ _____ _____	_____ _____ _____	\$ _____

### 6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☐ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
CapFlow Funding Group Managers Creditor's name 180 Maiden Lane Street 15th Floor New York, NY 10038 City State ZIP Code	Collecting Non-Factored AR Cash Receipts and Not Returning to Debtor Last 4 digits of account number: XXXX- ____	Ongoing	\$ 405,883.

### Part 3: Legal Actions or Assignments

### 7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☒ None

Case title	Nature of case	Court or agency's name and address	Status of case
7.1. Case number _____ _____ _____	_____ _____ _____	Name _____ Street _____ City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded
7.2. Case title _____ Case number _____ _____	_____ _____ _____	Court or agency's name and address Name _____ Street _____ City State ZIP Code	<input type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

Debtor Innovation Pet, Inc.  
Name

Case number (if known) \_\_\_\_\_

### 8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address	Description of the property	Value
<div>Custodian's name</div> <div>Street</div> <div>City State ZIP Code</div>	<div></div> <div>Case title</div> <div>Case number</div> <div>Date of order or assignment</div>	<div>\$</div> <div>Court name and address</div> <div>Name</div> <div>Street</div> <div>City State ZIP Code</div>

### Part 4: Certain Gifts and Charitable Contributions

### 9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
<div>9.1. Recipient's name</div> <div>Street</div> <div>City State ZIP Code</div> <div>Recipient's relationship to debtor</div>			\$
<div>9.2. Recipient's name</div> <div>Street</div> <div>City State ZIP Code</div> <div>Recipient's relationship to debtor</div>			\$

### Part 5: Certain Losses

### 10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Date of loss	Value of property lost
			\$

Debtor Innovation Pet, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 6:** Certain Payments or Transfers

**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1. <u>Shulman Bastian Friedman &amp; Bui</u>		<u>6/16/2020</u>	\$ <u>10,000.00</u>
<b>Address</b>		<u>8/25/2020</u>	\$ <u>6,482.00</u>
<u>100 Spectrum Ctr Drive</u>		<u>9/25/2020</u>	\$ <u>10,000.00</u>
Street		<u>10/29/2020</u>	\$ <u>5,000.00</u>
<u>Suite 600</u>		<u>11/16/2020</u>	\$ <u>20,000.00*</u>
<u>Irvine, CA 92618</u>			
City State ZIP Code			
<b>Email or website address</b>			
<u>jbastian@shulmanbastian.com</u>			
<b>Who made the payment, if not debtor?</b>			

\* \$20,000.00 payment received from Raymond Clubb, shareholder.

Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2. _____			\$ _____
<b>Address</b>			
_____			
Street			
_____			
City State ZIP Code			
<b>Email or website address</b>			
_____			
<b>Who made the payment, if not debtor?</b>			

**12. Self-settled trusts of which the debtor is a beneficiary**

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
_____			\$ _____
<b>Trustee</b>			
_____			

Debtor Innovation Pet, Inc.  
Name

Case number (if known) \_\_\_\_\_

### 13. Transfers not already listed on this statement

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☒ None

Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1. _____  <b>Address</b> _____ Street _____ City State ZIP Code	_____ _____	_____	\$ _____
<b>Relationship to debtor</b> _____			
13.2. _____  <b>Address</b> _____ Street _____ City State ZIP Code	_____ _____	_____	\$ _____
<b>Relationship to debtor</b> _____			

### Part 7: Previous Locations

#### 14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

Address	Dates of occupancy	
14.1. <u>7611 Slater Ave</u> Street <u>Suite N</u> <u>Huntington Beach, CA 92647</u> City State ZIP Code	From <u>02/01/16</u>	To <u>02/01/2020</u>
14.2. _____ Street _____ City State ZIP Code	From _____	To _____

Debtor Innovation Pet, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 8:** Health Care Bankruptcies

**15. Health Care bankruptcies**

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.  
☐ Yes. Fill in the information below.

**Facility name and address**

**Nature of the business operation, including type of services the debtor provides**

**If debtor provides meals and housing, number of patients in debtor's care**

15.1.

Facility name

Street

City

State

ZIP Code

**Location where patient records are maintained** (if different from facility address). If electronic, identify any service provider.

**How are records kept?**

*Check all that apply:*

- ☐ Electronically  
☐ Paper

**Facility name and address**

**Nature of the business operation, including type of services the debtor provides**

**If debtor provides meals and housing, number of patients in debtor's care**

15.2.

Facility name

Street

City

State

ZIP Code

**Location where patient records are maintained** (if different from facility address). If electronic, identify any service provider.

**How are records kept?**

*Check all that apply:*

- ☐ Electronically  
☐ Paper

**Part 9:** Personally Identifiable Information

**16. Does the debtor collect and retain personally identifiable information of customers?**

- ☐ No.  
☒ Yes. State the nature of the information collected and retained. Basic Contact Information

Does the debtor have a privacy policy about that information?

- ☒ No  
☐ Yes

**17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?**

- ☒ No. Go to Part 10.  
☐ Yes. Does the debtor serve as plan administrator?

- ☐ No. Go to Part 10.

- ☐ Yes. Fill in below:

**Name of plan**

**Employer identification number of the plan**

EIN: \_\_\_\_ - \_\_\_\_ - \_\_\_\_

Has the plan been terminated?

- ☐ No  
☐ Yes

Debtor Innovation Pet, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Part 10:** Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____	m _____	<input type="checkbox"/> No <input type="checkbox"/> Yes
Address _____			

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Waterman Warehouse Name _____ 738 S Waterman Ave Street _____ C46 San Bernardino, CA 92408 City _____ State _____ ZIP Code _____	Victoria Coopman _____ _____ _____	Inventory _____ _____ _____	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
Address _____ 3PL Carson, CA, 3PL Independence, MO _____			

Debtor Innovation Pet, Inc. Case number (if known) \_\_\_\_\_  
Name

**Part 11:** Property the Debtor Holds or Controls That the Debtor Does Not Own

**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			\$ _____
Street			
City State ZIP Code			

**Part 12:** Details About Environmental Information

For the purpose of Part 12, the following definitions apply:

- *Environmental law* means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- *Site* means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- *Hazardous material* means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

**Report all notices, releases, and proceedings known, regardless of when they occurred.**

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.

- ☒ No  
☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
			<input type="checkbox"/> Concluded
	City State ZIP Code		

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**

- ☒ No  
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		



Debtor

Innovation Pet, Inc.

Name

Case number (if known)

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

No



Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

**Part 13: Details About the Debtor's Business or Connections to Any Business****25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.



None

Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1. Name Street City State ZIP Code		EIN: _____ Dates business existed From _____ To _____
25.2. Name Street City State ZIP Code		EIN: _____ Dates business existed From _____ To _____
25.3. Name Street City State ZIP Code		EIN: _____ Dates business existed From _____ To _____

Debtor Innovation Pet, Inc. Case number (if known) \_\_\_\_\_  
Name

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

Name and address	Dates of service
26a.1. <u>Victoria Coopman</u> <small>Name</small> <u>22187 Pine Drive</u> <small>Street</small> <u>Cedarpines Park, CA 92322</u> <small>City State ZIP Code</small>	From <u>12/28/12</u> To <u>present</u>

Name and address	Dates of service
26a.2. <u>SMH Financial Services</u> <small>Name</small> <u>19200 Von Karman</u> <small>Street</small> <u>Ste 600</u> <u>Irvine, CA 92612</u> <small>City State ZIP Code</small>	From <u>06/01/18</u> To <u>04/01/20</u>

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

Name and address	Dates of service
26b.1. <u>G P &amp; M Certif. Public Accountants, LLP</u> <small>Name</small> <u>3991 MacArthur Blvd</u> <small>Street</small> <u>Ste 240</u> <u>Newport Beach, CA 92660</u> <small>City State ZIP Code</small>	From <u>12/31/13</u> To <u>09/01/20</u>

Name and address	Dates of service
26b.2. _____ <small>Name</small> _____ <small>Street</small> _____ _____ <small>City State ZIP Code</small>	From _____ To _____

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

Name and address	If any books of account and records are unavailable, explain why
26c.1. <u>Victoria Coopman</u> <small>Name</small> <u>22187 Pine Drive</u> <small>Street</small> <u>Cedarpines Park, CA 92322</u> <small>City State ZIP Code</small>	_____ _____ _____

Debtor Innovation Pet, Inc. Case number (if known) \_\_\_\_\_  
Name

**Name and address**

**If any books of account and records are  
unavailable, explain why**

26c.2.

Name

Street

City

State

ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☐ None

**Name and address**

26d.1.

Pacific Premier Bank

Name

18200 Von Karman Ave

Street

Ste 150

Irvine, CA 92612

City

State

ZIP Code

**Name and address**

26d.2.

Name

Street

City

State

ZIP Code

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

**Name of the person who supervised the taking of the inventory**

**Date of  
inventory**

**The dollar amount and basis (cost, market, or  
other basis) of each inventory**

\$ \_\_\_\_\_

**Name and address of the person who has possession of inventory records**

27.1.

Name

Street

City

State

ZIP Code

Debtor Innovation Pet, Inc. Case number (if known) \_\_\_\_\_  
Name

Name of the person who supervised the taking of the inventory

Date of  
inventory

The dollar amount and basis (cost, market, or  
other basis) of each inventory

\$ \_\_\_\_\_

Name and address of the person who has possession of inventory records

27.2.

Name

Street

City

State

ZIP Code

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
Victoria Coopman	22187 Pine Drive CPP CA 92322	CEO	36.5
Timothy Taft	762 Hague St. Paul, MN 55104	Exec. VP	36.5

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☒ No

☐ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
			From ____ To ____
			From ____ To ____
			From ____ To ____
			From ____ To ____

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No

☒ Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
30.1. Victoria Coopman Name 22187 Pine Drive Street  Cedarpines Park, CA 92322 City State ZIP Code	payroll \$35,000.00	11/15-3/20	worked full time
Relationship to debtor Employee			

Debtor Innovation Pet, Inc.  
Name

Case number (if known) \_\_\_\_\_

**Name and address of recipient**

30.2

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Relationship to debtor \_\_\_\_\_

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No  
☐ Yes. Identify below.

Name of the parent corporation \_\_\_\_\_

Employer identification number of the parent corporation

EIN: \_\_\_\_\_ - \_\_\_\_\_

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No  
☐ Yes. Identify below.

Name of the pension fund \_\_\_\_\_

Employer identification number of the pension fund

EIN: \_\_\_\_\_ - \_\_\_\_\_

**Part 14: Signature and Declaration**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.  
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/18/2020  
MM / DD / YYYY

X

Signature of individual signing on behalf of the debtor

Printed name Victoria Coopman

Position or relationship to debtor Chief Executive Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- ☐ No  
☐ Yes

United States Bankruptcy Court  
CENTRAL DISTRICT OF CALIFORNIA

In re Innovation Pet, Inc., a California corporation

Case No. \_\_\_\_\_

Debtor

Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR**

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept ..... \$ 50,000.00 for services after petition date (not paid)

Prior to the filing of this statement I have received ..... \$ 51,482.00 for services before petition date (paid)

Balance Due ..... \$ 50,000.00, see note below.

2. The source of the compensation paid to me was:



Debtor



Other (specify)

See note below.

3. The source of compensation to be paid to me is:



Debtor



Other (specify)

See note below.

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.



I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;

B2030 (Form 2030) (12/15)

- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

Prior to the Petition Date, the Firm received a total of \$51,482.00 for services rendered prior the petition date. Of the amounts received, \$20,000.00 was received from Raymond A Clubb, a shareholder of Debtor, and the balance was received from the Debtor.

As of the petition date, the Firm incurred fees exceeding \$51,482.00. The Firm has agreed that all fees incurred prior to the Petition Date that exceed \$51,482.00 have been waived.

The firm's Employment Application to be filed in this case will include compensation provisions that are subject to Court approval, including payment of a flat fee to the Firm of \$50,000.00 for services to be rendered during the Debtor's bankruptcy case. As will be set forth in the firm's Employment Application, subject to Court approval, the \$50,000.00 flat fee will generated from the deposit to be paid by the proposed buyer of the Debtor's assets.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

The handling of any task not expressly stated in the firm's Employment Application to be filed with the Court, nor does it include any writ proceeding or appeal.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

11/18/2020  
Date

/s/ James C. Bastian Jr.  
Signature of Attorney

Shulman Bastian Friedman & Bui LLP  
Name of law firm

Extension Granted to 09/15/20  
For calendar year 2019 or tax year beginning , ending

A S election effective date <b>01/01/2013</b>	Name <b>Innovation Pet, Inc</b>	D Employer identification number <b>** - ***8015</b>
B Business activity code number (see instructions) <b>423920</b>	Number, street, and room or suite no. If a P.O. box, see instructions. <b>17011 Beach Blvd., Suite 900</b>	E Date incorporated <b>12/28/2012</b>
C Check if Sch. M-3 attached <input type="checkbox"/>	City or town, state or province, country, and ZIP or foreign postal code <b>Huntington Beach, CA 92647</b>	F Total assets (see instructions) <b>\$ 4,149,796.</b>

G Is the corporation electing to be an S corporation beginning with this tax year? ☐ Yes ☒ No If "Yes," attach Form 2553 if not already filed  
H Check if: (1) ☐ Final return (2) ☐ Name change (3) ☐ Address change (4) ☐ Amended return (5) ☐ S election termination or revocation  
I Enter the number of shareholders who were shareholders during any part of the tax year **6**  
J Check if corporation: (1) ☐ Aggregated activities for section 465 at-risk purposes (2) ☐ Grouped activities for section 469 passive activity purposes

Caution: Include only trade or business income and expenses on lines 1a through 21. See the instructions for more information.

Income	1 a Gross receipts or sales <b>7,744,089.</b>	b Return and allowances	c Bal. Subtract line 1b from line 1a	1c	<b>7,744,089.</b>
	2 Cost of goods sold (attach Form 1125-A)			2	<b>6,825,312.</b>
	3 Gross profit. Subtract line 2 from line 1c			3	<b>918,777.</b>
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)			4	
	5 Other income (loss) (attach statement) <b>Statement 1</b>			5	<b>77,913.</b>
	6 Total income (loss). Add lines 3 through 5			6	<b>996,690.</b>
Deductions (See instructions for limitations)	7 Compensation of officers (see instrs. - attach Form 1125-E)			7	<b>100,000.</b>
	8 Salaries and wages (less employment credits)			8	<b>70,718.</b>
	9 Repairs and maintenance			9	
	10 Bad debts			10	
	11 Rents			11	
	12 Taxes and licenses <b>Statement 2</b>			12	<b>17,323.</b>
	13 Interest (see instructions)			13	<b>210,109.</b>
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)			14	<b>13,457.</b>
	15 Depletion (Do not deduct oil and gas depletion.)			15	
	16 Advertising			16	<b>363,018.</b>
	17 Pension, profit-sharing, etc., plans			17	
	18 Employee benefit programs			18	
	19 Other deductions (attach statement) <b>Statement 3</b>			19	<b>353,000.</b>
	20 Total deductions. Add lines 7 through 19			20	<b>1,127,625.</b>
	21 Ordinary business income (loss). Subtract line 20 from line 6			21	<b>-130,935.</b>

Tax and Payments	22 a Excess net passive income or LIFO recapture tax (see instructions)	22a		22c	
	b Tax from Schedule D (Form 1120-S)	22b			
	c Add lines 22a and 22b				
	23 a 2019 estimated tax payments and 2018 overpayment credited to 2019	23a		23e	
	b Tax deposited with Form 7004	23b			
	c Credit for federal tax paid on fuels (attach Form 4136)	23c			
	d Reserved for future use	23d			
	e Add lines 23a through 23d				
	24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>			24	
	25 Amount owed. If line 23e is smaller than the total of lines 22c and 24, enter amount owed			25	
26 Overpayment. If line 23e is larger than the total of lines 22c and 24, enter amount overpaid			26		
27 Enter amount from line 26: Credited to 2020 estimated tax <b>Refunded</b>			27		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Preparer's signature (other than taxpayer) is based on all information of which preparer has any knowledge.  
**Sign Here** Signature of officer Date Title  
**CEO**  
May the IRS discuss this return with the preparer shown below? See instr. ☒ Yes ☐ No

Print/Type preparer's name <b>Charles W. Proctor, CPA</b>	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
Firm's name <b>Gray, Proctor &amp; McMannis, CPA's, LLP</b>			Firm's EIN <b>*</b>	
Firm's address <b>3991 MacArthur Blvd. #240 Newport Beach, CA 92660</b>			Phone no. <b>(949) 251-4888</b>	



**Schedule B Other Information** (see instructions)

	Yes	No
1 Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) <span style="float:right">▶</span>		
2 See the instructions and enter the:		
a Business activity <span style="float:right">▶</span> <b>Wholesale Pet Products</b> b Product or service <span style="float:right">▶</span> <b>Pet Toys</b>		
3 At any time during the tax year, was any shareholder of the corporation a disregarded entity, a trust, an estate, or a nominee or similar person? If "Yes," attach Schedule B-1, Information on Certain Shareholders of an S Corporation		X
4 At the end of the tax year, did the corporation:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total stock issued and outstanding of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation
(iv) Percentage of Stock Owned	(v) If Percentage in (iv) is 100%, Enter the Date (if any) a Qualified Subchapter S Subsidiary Election Was Made	
b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below		X
(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity
(iv) Country of Organization	(v) Maximum Percentage Owned in Profit, Loss, or Capital	
5a At the end of the tax year, did the corporation have any outstanding shares of restricted stock? If "Yes," complete lines (i) and (ii) below.		X
(i) Total shares of restricted stock <span style="float:right">▶</span>		
(ii) Total shares of non-restricted stock <span style="float:right">▶</span>		
b At the end of the tax year, did the corporation have any outstanding stock options, warrants, or similar instruments? If "Yes," complete lines (i) and (ii) below.		X
(i) Total shares of stock outstanding at the end of the tax year <span style="float:right">▶</span>		
(ii) Total shares of stock outstanding if all instruments were executed <span style="float:right">▶</span>		
6 Has this corporation filed, or is it required to file, <b>Form 8918</b> , Material Advisor Disclosure Statement, to provide info. on any reportable transaction? ...		X
7 Check this box if the corporation issued publicly offered debt instruments with original issue discount <span style="float:right">▶</span> <input type="checkbox"/>		
If checked, the corporation may have to file <b>Form 8281</b> , Information Return for Publicly Offered Original Issue Discount Instruments.		
8 If the corporation (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to the basis of the asset (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years <span style="float:right">▶</span> \$		
9 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
10 Does the corporation satisfy one or more of the following? See instructions		X
a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense.		
b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the corporation has business interest expense.		
c The corporation is a tax shelter and the corporation has business interest expense.		
If "Yes," complete and attach Form 8990.		
11 Does the corporation satisfy both of the following conditions?		X
a The corporation's total receipts (see instructions) for the tax year were less than \$250,000.		
b The corporation's total assets at the end of the tax year were less than \$250,000.		
If "Yes," the corporation is not required to complete Schedules L and M-1.		

**Schedule B Other Information** (see instructions) (continued)

	Yes	No
12 During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt? If "Yes," enter the amount of principal reduction \$		X
13 During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions		X
14a Did the corporation make any payments in 2019 that would require it to file Form(s) 1099?	X	
b If "Yes," did the corporation file or will it file required Form(s) 1099?	X	
15 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund? If "Yes," enter the amount from Form 8996, line 14 \$		X

**Schedule K Shareholders' Pro Rata Share Items**

		Total amount
Income (Loss)	1 Ordinary business income (loss) (page 1, line 21)	1 -130,935.
	2 Net rental real estate income (loss) (attach Form 8825)	2
	3a Other gross rental income (loss)	3a
	b Expenses from other rental activities (attach statement)	3b
	c Other net rental income (loss). Subtract line 3b from line 3a	3c
	4 Interest income	4
	5 Dividends: a Ordinary dividends	5a
	b Qualified dividends	5b
	6 Royalties	6
	7 Net short-term capital gain (loss) (attach Schedule D (Form 1120-S))	7
Deductions	8a Net long-term capital gain (loss) (attach Schedule D (Form 1120-S))	8a
	b Collectibles (28%) gain (loss)	8b
	c Unrecaptured section 1250 gain (attach statement)	8c
	9 Net section 1231 gain (loss) (attach Form 4797)	9
	10 Other income (loss) (see instructions) Type	10
	11 Section 179 deduction (attach Form 4562)	11
	12a Charitable contributions	12a
	b Investment interest expense	12b
	c Section 59(e)(2) expenditures (1) Type	(2) Amount 12c(2)
	d Other deductions (see instructions) Type	12d
Credits	13a Low-income housing credit (section 42(j)(5))	13a
	b Low-income housing credit (other)	13b
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	13c
	d Other rental real estate credits (see instructions) Type	13d
	e Other rental credits (see instructions) Type	13e
	f Biofuel producer credit (attach Form 6478)	13f
	g Other credits (see instructions) Type	13g
	Foreign Transactions	14a Name of country or U.S. possession
b Gross income from all sources		14b
c Gross income sourced at shareholder level		14c
Foreign gross income sourced at corporate level		
d Reserved for future use		14d
e Foreign branch category		14e
f Passive category		14f
g General category		14g
h Other (attach statement)		14h
Deductions allocated and apportioned at shareholder level		
i Interest expense		14i
j Other		14j
Deductions allocated and apportioned at corporate level to foreign source income		
k Reserved for future use		14k
l Foreign branch category		14l
m Passive category		14m
n General category		14n
o Other (attach statement)		14o
Other information		
p Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	14p	
q Reduction in taxes available for credit (attach statement)	14q	
r Other foreign tax information (attach statement)		

**Schedule K** Shareholders' Pro Rata Share Items (continued)

		Total amount
Alternative Minimum Tax (AMT) Items	<b>15a</b> Post-1986 depreciation adjustment	<b>15a</b>
	<b>b</b> Adjusted gain or loss	<b>15b</b>
	<b>c</b> Depletion (other than oil and gas)	<b>15c</b>
	<b>d</b> Oil, gas, and geothermal properties - gross income	<b>15d</b>
	<b>e</b> Oil, gas, and geothermal properties - deductions	<b>15e</b>
	<b>f</b> Other AMT items (attach statement)	<b>15f</b>
Items Affecting Shareholder Basis	<b>16a</b> Tax-exempt interest income	<b>16a</b>
	<b>b</b> Other tax-exempt income	<b>16b</b>
	<b>c</b> Nondeductible expenses	<b>16c</b>
	<b>d</b> Distributions (attach statement if required)	<b>16d</b>
	<b>e</b> Repayment of loans from shareholders	<b>16e</b>
Other Information	<b>17a</b> Investment income	<b>17a</b>
	<b>b</b> Investment expenses	<b>17b</b>
	<b>c</b> Dividend distributions paid from accumulated earnings and profits	<b>17c</b>
	<b>d</b> Other items and amounts (att. stmt.)	<b>Statement 4</b>
Reconciliation	<b>18 Income (loss) reconciliation.</b> Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14p	<b>18</b> -130,935.

<b>Schedule L</b> Balance Sheets per Books		Beginning of tax year		End of tax year	
<b>Assets</b>		(a)	(b)	(c)	(d)
<b>1</b>	Cash		52,582.		50,332.
<b>2 a</b>	Trade notes and accounts receivable	3,196,641.		2,950,095.	
<b>b</b>	Less allowance for bad debts	( )	3,196,641.	( )	2,950,095.
<b>3</b>	Inventories		919,367.		320,190.
<b>4</b>	U.S. government obligations				
<b>5</b>	Tax-exempt securities				
<b>6</b>	Other current assets (att. stmt.)	<b>Statement 5</b>	665,741.		817,242.
<b>7</b>	Loans to shareholders				
<b>8</b>	Mortgage and real estate loans				
<b>9</b>	Other investments (att. stmt.)				
<b>10 a</b>	Buildings and other depreciable assets	165,688.		173,646.	
<b>b</b>	Less accumulated depreciation	( 149,560.)	16,128.	( 163,017.)	10,629.
<b>11 a</b>	Depletable assets				
<b>b</b>	Less accumulated depletion	( )		( )	
<b>12</b>	Land (net of any amortization)				
<b>13 a</b>	Intangible assets (amortizable only)	2,290.		2,290.	
<b>b</b>	Less accumulated amortization	( 829.)	1,461.	( 982.)	1,308.
<b>14</b>	Other assets (att. stmt.)				
<b>15</b>	Total assets		4,851,920.		4,149,796.
<b>Liabilities and Shareholders' Equity</b>					
<b>16</b>	Accounts payable		1,997,698.		1,877,761.
<b>17</b>	Mortgages, notes, bonds payable in less than 1 year				
<b>18</b>	Other current liabilities (att. stmt.)	<b>Statement 6</b>	2,105,367.		1,688,225.
<b>19</b>	Loans from shareholders		350,000.		318,000.
<b>20</b>	Mortgages, notes, bonds payable in 1 year or more		2,110.		
<b>21</b>	Other liabilities (att. stmt.)				
<b>22</b>	Capital stock		400,000.		400,000.
<b>23</b>	Additional paid-in capital				
<b>24</b>	Retained earnings	<b>Statement 7</b>	-3,255.		-134,190.
<b>25</b>	Adjustments to shareholders' equity (att. stmt.)				
<b>26</b>	Less cost of treasury stock	( )		( )	
<b>27</b>	Total liabilities and shareholders' equity		4,851,920.		4,149,796.

Form 1120-S (2019)

**Schedule M-1****Reconciliation of Income (Loss) per Books With Income (Loss) per Return**

Note: The corporation may be required to file Schedule M-3. See instructions.

1 Net income (loss) per books	-130,935.	5 Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize): a Tax-exempt interest \$	
2 Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize):		6 Deductions included on Schedule K, lines 1 through 12 and 14p, not charged against book income this year (itemize): a Depreciation \$	
3 Expenses recorded on books this year not included on Schedule K, lines 1 through 12 and 14p (itemize): a Depreciation \$ b Travel and entertainment \$		7 Add lines 5 and 6	
4 Add lines 1 through 3	-130,935.	8 Income (loss) (Schedule K, line 18). Subtract line 7 from line 4	-130,935.

**Schedule M-2****Analysis of Accumulated Adjustments Account, Shareholders' Undistributed Taxable Income Previously Taxed, Accumulated Earnings and Profits, and Other Adjustments Account (see instrs.)**

	(a) Accumulated adjustments account	(b) Shareholders' undistributed taxable income previously taxed	(c) Accumulated earnings and profits	(d) Other adjustments account
1 Balance at beginning of tax year	-7,349.			
2 Ordinary income from page 1, line 21				
3 Other additions				
4 Loss from page 1, line 21	(130,935.)			
5 Other reductions	( )			( )
6 Combine lines 1 through 5	-138,284.			
7 Distributions				
8 Balance at end of tax year. Subtract line 7 from line 6	-138,284.			

Form 1120-S (2019)

Form **1125-A**

Main Document Page 65 of 90

**Cost of Goods Sold**

(Rev. November 2018)

Department of the Treasury  
Internal Revenue Service  
Name▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.  
▶ Go to [www.irs.gov/Form1125A](http://www.irs.gov/Form1125A) for the latest information.

OMB No. 1545-0123

Innovation Pet, Inc		Employer Identification number
		**-***8015
1	Inventory at beginning of year	1 919,367.
2	Purchases	2 5,556,616.
3	Cost of labor	3
4	Additional section 263A costs (attach schedule)	4
5	Other costs (attach schedule)	5 669,519.
6	<b>Total.</b> Add lines 1 through 5	6 7,145,502.
7	Inventory at end of year	7 320,190.
8	<b>Cost of goods sold.</b> Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8 6,825,312.

9a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO 9d

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No

If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions.

Form 1125-A (Rev. 11-2018)

Form **1125-E**

(Rev. October 2016)

Department of the Treasury  
Internal Revenue Service

Name \_\_\_\_\_

▶ Attach to Form 1120, 1120-C, 1120-F, 1120-REIT, 1120-RIC, or 1120S.

► Information about Form 1125-E and its separate instructions is at [www.irs.gov/form1125e](http://www.irs.gov/form1125e).

OMB No. 1545-0123

Employer Identification number

\*\*-\*\*\*8015

Innovation Pet, Inc

**Note:** Complete Form 1125-E only if total receipts are \$500,000 or more. See instructions for definition of total receipts.

[illegible]

**For Paperwork Reduction Act Notice, see separate instructions.**

Form 1125-E (Rev. 10-2016)

Form

**4562**

**Depreciation and Amortization**  
 (Including Information on Listed Property) OTHER

OMB No. 1545-0172

**2019**Attachment  
Sequence No. 179Department of the Treasury  
Internal Revenue Service (99)

Name(s) shown on return

▶ Attach to your tax return.

▶ Go to [www.irs.gov/Form4562](http://www.irs.gov/Form4562) for instructions and the latest information.

Business or activity to which this form relates

Identifying number

**Innovation Pet, Inc****Other Depreciation****\*\* - \*\*\*8015****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the <b>smaller</b> of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2018 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2020. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	7,958.
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

**Part III MACRS Depreciation (Don't include listed property. See instructions.)****Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2019	17	5,499.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

**Section B - Assets Placed in Service During 2019 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

**Section C - Assets Placed in Service During 2019 Tax Year Using the Alternative Depreciation System**

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year	/		30 yrs.	MM	S/L	
d 40-year	/		40 yrs.	MM	S/L	

**Part IV Summary (See instructions.)**

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	13,457.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Form 4562 (2019)

Innovation Pet, Inc

\*\*-\*\*\*8015 Page 2

**Part V****Listed Property** (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use: **25****26** Property used more than 50% in a qualified business use:

		%						
		%						
		%						

**27** Property used 50% or less in a qualified business use:

		%			S/L -		
		%			S/L -		
		%			S/L -		

**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28****29** Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29****Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
<b>30</b> Total business/investment miles driven during the year (don't include commuting miles)						
<b>31</b> Total commuting miles driven during the year						
<b>32</b> Total other personal (noncommuting) miles driven						
<b>33</b> Total miles driven during the year. Add lines 30 through 32						
<b>34</b> Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
<b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?						
<b>36</b> Is another vehicle available for personal use?						

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who aren't more than 5% owners or related persons.

<b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
<b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
<b>39</b> Do you treat all use of vehicles by employees as personal use?		
<b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
<b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?		

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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**42** Amortization of costs that begins during your 2019 tax year:


**43** Amortization of costs that began before your 2019 tax year **43** 153.**44 Total.** Add amounts in column (f). See the instructions for where to report **44** 153.



## 2019 DEPRECIATION AND AMORTIZATION REPORT

## Other Depreciation

## OTHER

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction in Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
23			200DB	5.00		HY19B								0.	
24			200DB	5.00		HY19B								0.	
25			200DB	5.00		HY19B								0.	
	FURNITURE & EQUIPMENT														
6	Furniture - Office Desk Set	06/08/14	200DB	7.00		HY17	431.			216.	215.	168.		19.	187.
19	Office Furniture 2019	07/01/19	200DB	7.00		HY19C	982.			982.				982.	
	* Other Total - FURNITURE & EQUIPMENT						1,413.			1,198.	215.	168.		1,001.	187.
	OFFICE EQUIPMENT														
1	HP Computer Lap Top	04/01/13	200DB	5.00		HY17	1,248.			624.	624.	624.		0.	624.
2	HP Fax, Scanner, Printer	09/06/13	200DB	5.00		HY17	534.			267.	267.	267.		0.	267.
15	Office Equipment	05/05/16	200DB	7.00		HY17	982.			491.	491.	276.		61.	337.
	* Other Total - OFFICE EQUIPMENT						2,764.			1,382.	1,382.	1,167.		61.	1,228.
	MACHINES, TOOLING, & MOLDS														
3	Tooling & Molds - Other	07/11/13	200DB	7.00		HY17	4,300.			2,150.	2,150.	1,863.		191.	2,054.
7	Kitty Connection Mold	05/08/14	200DB	7.00		HY17	46,172.			23,086.	23,086.	17,936.		2,059.	19,995.
8	GoFetchit Wand Tooling	09/01/14	200DB	7.00		HY17	4,475.			2,238.	2,237.	1,738.		200.	1,938.
10	Asia - Go Fetch it Tooling	02/02/15	200DB	7.00		HY17	2,075.			1,038.	1,037.	713.		93.	806.
11	Kitty Connection Mold (3rd Payment)	02/05/15	200DB	7.00		HY17	23,896.			11,948.	11,948.	8,215.		1,067.	9,282.

928111 04-01-19

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

## 2019 DEPRECIATION AND AMORTIZATION REPORT

## Other Depreciation OTHER

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
12	Mouse pounce & Flying feather	06/15/15	200DB	7.00		HY17	7,900.			3,950.	3,950.	2,715.		353.	3,068.
13	Patech Toys KC Kat Bank SLA Tooling	08/28/15	200DB	7.00		HY17	1,385.			693.	692.	475.		62.	537.
14	Mouse pounce & Flying feather (2nd payment)	09/23/15	200DB	7.00		HY17	7,900.			3,950.	3,950.	2,715.		353.	3,068.
17	Kit Cat Printing Cylinders	07/01/18	200DB	7.00		HY17	25,200.			25,200.				0.	0.
18	Tooling Kitty Connection	07/01/18	200DB	7.00		HY17	21,052.			21,052.				0.	0.
20	Tooling & Molds 2019	07/01/19	200DB	7.00		HY19C	2,178.			2,178.				2,178.	
21	Tooling & Molds - Other 2019	07/01/19	200DB	7.00		HY19C	3,869.			3,869.				3,869.	
22	Tooling Kitty Connection 2019	07/01/19	200DB	7.00		HY19C	929.			929.				929.	
	* Other Total - MACHINES, TOOLING, & MOLDS						151,331.			102,281.	49,050.	36,370.		11,354.	40,748.
	TRADE SHOW BOOTH														
5	Trade Show Booth	07/01/13	200DB	7.00		HY17	5,138.			2,569.	2,569.	2,225.		229.	2,454.
16	Trade Show Booth	04/05/16	200DB	7.00		HY17	13,000.			6,500.	6,500.	3,658.		812.	4,470.
	* Other Total - TRADE SHOW BOOTH						18,138.			9,069.	9,069.	5,883.		1,041.	6,924.
	TRADEMARKS														
4	Trademarks	05/01/13		180M		43	1,740.				1,740.	657.		116.	773.
9	Trademarks	05/08/14		180M		43	550.				550.	172.		37.	209.
	* Other Total - TRADEMARKS						2,290.				2,290.	829.		153.	982.
	* Grand Total Other Depr & Amort						175,936.			113,930.	62,006.	44,417.		13,610.	50,069.

928111 04-01-19

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2019 DEPRECIATION AND AMORTIZATION REPORT

Other Depreciation

OTHER

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	Current Year Activity														
	Beginning balance						167,978.		0.	105,972.	62,006.	44,417.			50,069.
	Acquisitions						7,958.		0.	7,958.	0.	0.			0.
	Dispositions/Retired						0.		0.	0.	0.	0.			0.
	Ending balance						175,936.		0.	113,930.	62,006.	44,417.			50,069.

928111 04-01-19

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Section 1.263(a)-1(f) De Minimis Safe Harbor Election

Innovation Pet, Inc  
17011 Beach Blvd., Suite 900  
Huntington Beach, CA 92647

Employer Identification Number: \*\*-\*\*\*8015

For the Year Ending December 31, 2019

Innovation Pet, Inc is making the de minimis safe harbor election under Reg. Sec. 1.263(a)-1(f).

Form 1120S	Other Income	Statement	1
Description	Amount		
Debt Forgiven	50,000.		
Other Income	16,000.		
Shipping and Delivery	11,913.		
Total to Form 1120S, Page 1, Line 5	77,913.		

Form 1120S	Taxes and Licenses	Statement	2
Description	Amount		
Payroll Taxes	16,410.		
Property Taxes	113.		
California Taxes - Based on Income	800.		
Total to Form 1120S, Page 1, Line 12	17,323.		

Form 1120S	Other Deductions	Statement	3
Description	Amount		
Accounting	32,800.		
Amortization Expense	153.		
Auto Expense	1,087.		
Bank Service Charges	4,884.		
Commissions	6,000.		
Credit Card Fees	7,299.		
Early Pay Discounts	15,524.		
EDI Expense	2,314.		
Health Insurance	2,935.		
Internet & Telephne	1,271.		
License & fees	100.		
Office Expense			
Office Supplies	1,962.		
Outside Services	2,000.		
Product & General Liability Insurance	30,792.		
Professional Fees	1,927.		
R & D	80,699.		
Refunds	6,880.		
Trade Show	38,688.		
Travel Expense	112,626.		
Workers Compensation	3,059.		
Total to Form 1120S, Page 1, Line 19	353,000.		

Schedule K	Other Items, Line 17d	Statement	4
Description		Amount	
Section 199A - Ordinary income (loss)		-130,935.	
Section 199A - W-2 Wages		170,718.	
Section 199A - Unadjusted basis of assets		173,646.	

Schedule L	Other Current Assets	Statement	5
Description	Beginning of Tax Year	End of Tax Year	
Deposit Healthy Hen	3,128.		
Deposit Wachtel Gold			
Prepaid Domestic Vendors	19,265.	5,000.	
Prepaid Expense - Beauty Lab LLC/Healthy Hen	23,898.		
Prepaid Expense - China Vendors	441,275.	169,721.	
Prepaid Expense - Tradeshow	81,592.	638,801.	
Prepaid Insurance	-339.		
Prepaid Other	96,542.		
SCE Deposits	250.	250.	
Security Deposit - Slater Ave	130.	3,470.	
Undeposited Funds			
Total to Schedule L, Line 6	665,741.	817,242.	

Schedule L	Other Current Liabilities	Statement	6
Description	Beginning of Tax Year	End of Tax Year	
Accrued Expense			
C2T Vendor PO Deposit	441,274.		
CFF Short Term Advance	1,238,009.	1,287,495.	
Line of Credit Plaza Bank Acct#2600	150,000.	150,000.	
Line of Credit Plaza Bank Acct#6600	250,000.	250,000.	
Payroll Tax Payable	24,780.	439.	
Sales Tax Payable - Orange County	377.		
Sales Tax Payable - Other Counties/States	927.	291.	
Total to Schedule L, Line 18	2,105,367.	1,688,225.	

Schedule L	Analysis of Total Retained Earnings per Books	Statement	7
Description	Amount		
Balance at Beginning of Year	-3,255.		
Net Income per Books	-130,935.		
Distributions	0.		
Other Increases (decreases)			
Correction to Retained Earning prior year			
Balance at End of Year - Schedule L, line 24, Column (d)	-134,190.		

Form 1125-A	Other Costs	Statement	8
Description	Amount		
Defective Return	25,992.		
Discounts	3,220.		
Distribution	334,806.		
Freight Costs	272,102.		
Royalty-JMP			
Warehouse	33,399.		
Total to Line 5	669,519.		

ALTERNATIVE MINIMUM TAX DEPRECIATION REPORT

Asset No.	Description	Date Acquired	AMT Method	AMT Life	AMT Cost Or Basis	AMT Accumulated	Regular Depreciation	AMT Depreciation	AMT Adjustment
6	Furniture - Office Desk Set	060814	200DB	7.00	431.	168.	19.	19.	0.
19	Office Furniture 2019	070119	200DB	7.00	982.	0.	982.	982.	0.
15	Office Equipment	050516	200DB	7.00	982.	276.	61.	61.	0.
3	Tooling & Molds - Other	071113	200DB	7.00	4,300.	1,863.	191.	191.	0.
7	Kitty Connection Mold	050814	200DB	7.00	46,172.	17,936.	2,059.	2,059.	0.
8	GoFetchit Wand Tooling	090114	200DB	7.00	4,475.	1,738.	200.	200.	0.
10	Asia - Go Fetch it Tooling	020215	200DB	7.00	2,075.	713.	93.	93.	0.
	Kitty Connection Mold (3rd Payment)								
11	Mouse pounce & Flying feather	020515	200DB	7.00	23,896.	8,215.	1,067.	1,067.	0.
12	Patech Toys KC Kat Bank SLA	061515	200DB	7.00	7,900.	2,715.	353.	353.	0.
13	Tooling	082815	200DB	7.00	1,385.	475.	62.	62.	0.
	Mouse pounce & Flying feather								
14	(2nd payment)	092315	200DB	7.00	7,900.	2,715.	353.	353.	0.
20	Tooling & Molds 2019	070119	200DB	7.00	2,178.	0.	2,178.	2,178.	0.
21	Tooling & Molds - Other 2019	070119	200DB	7.00	3,869.	0.	3,869.	3,869.	0.
22	Tooling Kitty Connection 2019	070119	200DB	7.00	929.	0.	929.	929.	0.
5	Trade Show Booth	070113	200DB	7.00	5,138.	2,225.	229.	229.	0.
16	Trade Show Booth	040516	200DB	7.00	13,000.	3,658.	812.	812.	0.
	Totals				125,612.	42,697.	13,457.	13,457.	0.



**Innovation Pet, Inc.**  
**Balance Sheet**  
As of September 30, 2020

	<u>Total</u>
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
10200 Pacific Premier Operating Bank Account	78,016.16
Total Bank Accounts	<u>\$ 78,016.16</u>
Accounts Receivable	
11000 Accounts Receivable	604,314.99
Total Accounts Receivable	<u>\$ 604,314.99</u>
Other Current Assets	
12100 Inventory	
12120 Finished Goods-US Domestic	349,609.14
12130 Inventory Assembly Parts	16,580.04
Total 12100 Inventory	<u>\$ 366,189.18</u>
13000 Pre-Paid Expenses	99,602.20
13025 Pre-Paid 2017-2018 Tradeshow	671,099.15
13045 Pre-Paid China Vendors	35,471.96
Total 13055 Pre-Paid Plaza Bank Credit Line	<u>\$ 806,173.31</u>
13065 Prepaid Domestic Vendors	5,000.00
13070 TSC AR Posting Temp Acct	0.00
13080 Vendor Deposit-Wachtel Gold	47,000.00
TSC Displays Pre-Paid	0.00
Total Other Current Assets	<u>\$ 52,000.00</u>
Total Current Assets	<u>\$ 1,906,693.64</u>
Fixed Assets	
15000 Furniture and Equipment	1,412.91
16500 Warehouse Equipment	382.65
16600 Kit Cat Printing Cylinders	25,200.00
16610 Office Equipment	2,763.59
16620 Patents	3,500.00
16630 Tooling & Molds	3,678.40
16640 Tooling & Molds - Other	17,694.30
16650 Tooling - Kitty Connection	108,449.90
Total 16630 Tooling & Molds	<u>\$ 163,081.75</u>
16660 Trade Show Booth	18,138.07

16670 Trademarks	2,290.00
17000 Accumulated Depreciation	-37,311.44
<b>Total Fixed Assets</b>	<b>-\$ 16,883.37</b>
<b>Other Assets</b>	
16690 Product Research & Dev-Patents	20,597.69
16800 SCE Deposit	250.00
16810 Security Deposits-Slater Ave	1,670.00
<b>Total Other Assets</b>	<b>\$ 22,517.69</b>
<b>TOTAL ASSETS</b>	<b>\$ 2,075,409.71</b>

**LIABILITIES AND EQUITY**

**Liabilities**

**Current Liabilities**

**Accounts Payable**

20000 Accounts Payable	2,021,541.07
<b>Total Accounts Payable</b>	<b>\$ 2,021,541.07</b>

**Other Current Liabilities**

25011 CFF & PMW Short Term AR & PO Advance	320,852.39
25030 California Payable	-98.72
25035 California State Payable	-2.48
25040 Clubb Note	0.00
25044 Petco Cash Receipts Due WM/LG	216,720.85
25045 Coopman Short Term Note	153,030.00
25050 Credit Line - Plaza Bank 2600	150,000.00
25055 Credit Line - Plaza Bank 6600	250,000.00
25060 Credit Line- Joji LLC	200,000.00
25070 New York State Payable	171.92
25075 Payroll Clearing	2,589.40
25098 Payroll Tax Liabilities	53,744.82
26020 Sales Tax Payable	139.74
26040 ShortTerm Note Victoria Coopman	0.00
26050 Ventura County Payable	140.36
26060 Ventura County-NEW Payable	1,443.67
26080 Short Term Vendor Deposit Payable to CFF-Wachtel Gold	0.00
26082 Gary McDade Short Term Note	0.00
26085 Short Term Deposit from CFF to EcoPet for TSC Orders	0.00
LA County Payable	39.70
Missouri Payable	34.40
No Tax Payable	0.00
<b>Total Other Current Liabilities</b>	<b>\$ 1,348,806.05</b>

<b>Total Current Liabilities</b>	<b>\$ 3,370,347.12</b>
----------------------------------	------------------------

**Long-Term Liabilities**

26070 SBA Loan	49,117.00
Total Long-Term Liabilities	<b>\$ 49,117.00</b>
Total Liabilities	<b>\$ 3,419,464.12</b>
Equity	
30100 Capital Stock	400,000.00
32000 Retained Earnings	-556,246.54
Net Income	-1,187,807.87
Total Equity	<b>-\$ 1,344,054.41</b>
TOTAL LIABILITIES AND EQUITY	<b>\$ 2,075,409.71</b>

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**Innovation Pet, Inc.**  
**Profit and Loss**  
**January - September, 2020**

	<u>Total</u>
<b>Income</b>	
41200 Coop Sales	
41205 Chicken Coops Sales	486,759.00
41210 Coop Accessories Sales	74,052.96
41214 TSC Homestead Coop	0.00
41215 TSC Big Green Walk In Coop Sales	0.00
41220 TSC Deluxe Farm House Coop Sales	0.00
<b>Total 41200 Coop Sales</b>	<b>\$ 560,811.96</b>
41300 Wood Product Line Sales	
41305 Dog House Sales	43,324.76
41310 Duck Homes Sales	12,914.99
41315 Rabbit Hutches Sales	101,372.14
41320 Rabbit Hutch Accessories Sales	513.15
<b>Total 41300 Wood Product Line Sales</b>	<b>\$ 158,125.04</b>
41500 Dog Toy Sales	
41505 DuraBall <sup>TM</sup> Sales	150,656.31
<b>Total 41500 Dog Toy Sales</b>	<b>\$ 150,656.31</b>
41605 Kitty Connection <sup>TM</sup> Product Sales	
41625 Kitty Connection Active Toys	142.81
41635 Kitty Connection Modular Sales	11,799.07
41645 Kitty Connection Petsense Priv	9.99
<b>Total 41605 Kitty Connection<sup>TM</sup> Product Sales</b>	<b>\$ 11,951.87</b>
41700 Kit Cat Treat Sales	1,361.88
41725 Healthy Hen Chicken Treats, Sprays & Water Additives	66,724.97
41800 Petco Pure Sm Animal Program- Sales	546,990.00
41825 Petco Program Service Fees	60,681.46
42010 Pet Beds & Crate Mats	46,761.48
42025 Shipping and Delivery Income	-328.80
42030 100-500 Notes Sales	272.05
42045 Shipping Income	6,465.09
47900 Sales	
42000 Misc. Sales	-40.00
42060 Deffective Return	-17,265.99
<b>Total 47900 Sales</b>	<b>-\$ 17,305.99</b>
<b>Total Income</b>	<b>\$ 1,593,167.32</b>
<b>Cost of Goods Sold</b>	

<b>51200 Coop COGS</b>	
51205 Chicken Coops COGS	375,536.30
51210 Coop Accessories COGS	31,829.00
51214 TSC Homestead Coop	0.00
<b>Total 51200 Coop COGS</b>	<b>\$ 407,365.30</b>
 <b>51300 Wood Product Line</b>	
51305 Dog Houses COGS	31,942.00
51310 Duck Homes COGS	7,050.40
51315 Rabbit Hutches COGS	73,606.00
51320 Rabbit Hutch Accessories - COGS	323.00
<b>Total 51300 Wood Product Line</b>	<b>\$ 112,921.40</b>
 <b>51500 Dog Toy COGS</b>	
51505 DuraBall™ COGS	121,012.96
<b>Total 51500 Dog Toy COGS</b>	<b>\$ 121,012.96</b>
 <b>51605 Kitty Connection™ Products COGS</b>	
51625 Kitty Connection Active Toys	32.00
51655 Kitty Connection Petsense Priv.	0.59
<b>Total 51605 Kitty Connection™ Products COGS</b>	<b>\$ 32.59</b>
 <b>51700 Kit Cat Treat COGS</b>	18,379.42
<b>51726 Healthy Hen Chicken Treats, Sprays &amp; Water Additives COGS</b>	42,351.99
<b>51800 Petco Pure Sm Animal Program- COGS</b>	547,087.80
<b>52010 Pet Beds &amp; Crate Mats COGS</b>	41,637.00
<b>52030 100-500 Notes</b>	0.00
<b>57900 Cost of Goods Sold</b>	
53020 Vendor Samples	0.00
<b>Total 57900 Cost of Goods Sold</b>	<b>\$ 0.00</b>
 <b>Total Cost of Goods Sold</b>	<b>\$ 1,290,788.46</b>
 <b>Gross Profit</b>	<b>\$ 302,378.86</b>
<b>Expenses</b>	
<b>61000 Distribution</b>	
61005 Domestic Inland Trucking	18,121.43
61015 3PL Mid-West/South East	2,500.00
61020 3PL West Coast	99,363.49
61030 Freight & Duty Expense	147,146.30
61040 Storage Warehouse	5,779.44
61050 UPS/Fed Ex Expense	8,144.71
61060 Warehouse & Distribution Truck Expense	21.20
61068 Warehouse Outside Services	577.50
61070 Warehouse Internet, Phones & Electric	3,054.56
61075 Warehouse Rent	11,549.75
61080 Warehouse Wages	5,000.00

<b>Total 61000 Distribution</b>	<b>\$ 301,258.38</b>
<b>71000 Marketing Department</b>	1,500.00
71005 Advertising and Promotion	2,864.62
71025 Allowances	3,522.80
71035 Co-Op Advertising Allowance	14,784.88
71045 Marketing Outside Freelance	30,577.91
71065 TSC Advertising & Promotional Funds	410,358.80
<b>Total 71000 Marketing Department</b>	<b>\$ 463,609.01</b>
<b>71075 Office Internet, Phone &amp; Electric</b>	3,125.31
<b>71080 Product Research &amp; Development</b>	
71087 Product Development Outside Consultants	30,000.00
72005 Product Samples	1,713.80
<b>Total 71080 Product Research &amp; Development</b>	<b>\$ 31,713.80</b>
<b>72025 Purchases</b>	-1,249.11
<b>81000 Sales Department</b>	
81035 Sales Travel Expense	153,762.74
81040 Tradeshow Expense	158,444.00
<b>Total 81000 Sales Department</b>	<b>\$ 312,206.74</b>
<b>91000 G &amp; A</b>	
91005 Bank Service Charges	3,796.97
91010 Computer and Internet Expenses	1,760.28
91020 Product & General Liability Ins	7,715.30
91025 Interest Expense	18,578.42
91030 Office Supplies	460.39
91035 Professional Fees	27,297.00
91060 Travel Expense	6,145.10
91065 Auto and Truck Expenses	596.23
91075 Accounting Professional Service	17,600.00
91080 Admin. Office Expense/Rent	714.19
91085 CFF & C2T Interest Expense	128,246.44
92005 Credit Card Fees	3,021.98
92020 Early Pay Discount	3,470.34
92025 EDI Expense	12,372.42
92030 Executive Salaries	66,666.64
92035 Health Insurance	12,650.38
92045 Office Management Salaries	65,384.59
92050 Office Personnel Wages	6,931.00
92060 Outside Services	2,660.25
92085 TSC DM Shipping Fee	986.90
92095 Workers' Compensation Expense	5,353.00
<b>Total 91000 G &amp; A</b>	<b>\$ 392,407.82</b>
<b>92022 Petco Pure Program Co-op &amp; Misc. Promotions and Payment Deductions</b>	-3,885.22

<b>Total Expenses</b>	<b>\$ 1,499,186.73</b>
<b>Net Operating Income</b>	<b>-\$ 1,196,807.87</b>
<b>Other Income</b>	
95060 Other Income	9,000.00
<b>Total Other Income</b>	<b>\$ 9,000.00</b>
<b>Net Other Income</b>	<b>\$ 9,000.00</b>
<b>Net Income</b>	<b>-\$ 1,187,807.87</b>

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**Innovation Pet, Inc.**

**Statement of Cash Flows for Period Ending 12/31/2020**

**Cash Flows from Operations**

Customer Payments	\$	5,210.55
Payroll Costs	\$	(3,300.00)
Other Payments	\$	-
<b>Total Cash Flows from Operations</b>	<b>\$</b>	<b>1,910.55</b>

**Cash Flows from Investing** \$ -

**Cash Flows from Financing** \$ -

**Net Change in Cash** \$ 1,910.55

**Beginning Cash Balance as of 11/19/2020** \$ 304.84


**Ending Cash Balance** \$ 2,215.39



<b>Attorney or Party Name, Address, Telephone &amp; FAX Nos., State Bar No. &amp; Email Address</b> James C. Bastian, Jr. - Bar No. 175415 Melissa Davis Lowe - Bar No. 245521 SHULMAN BASTIAN FRIEDMAN & BUI LLP 100 Spectrum Center Drive, Suite 600 Irvine, California 92618 Telephone: (949) 340-3400 Facsimile: (949) 340-3000 Email: JBastian@shulmanbastian.com MLowe@shulmanbastian.com  <input type="checkbox"/> Debtor(s) appearing without attorney <input checked="" type="checkbox"/> Attorney for Debtor	<b>FOR COURT USE ONLY</b>
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - SANTA ANA DIVISION</b>	
<b>In re:</b> INNOVATION PET, INC., a California corporation	<b>CASE NO.:</b> <b>CHAPTER: 11</b>
<b>Debtor(s).</b>	<b>VERIFICATION OF MASTER MAILING LIST OF CREDITORS [LBR 1007-1(a)]</b>

Pursuant to LBR 1007-1(a), the Debtor, or the Debtor's attorney if applicable, certifies under penalty of perjury that the master mailing list of creditors filed in this bankruptcy case, consisting of 5 sheet(s) is complete, correct, and consistent with the Debtor's schedules and I/we assume all responsibility for errors and omissions.

Date: 11/18/2020

  
\_\_\_\_\_  
Signature of Debtor 1

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Debtor 2 (joint debtor) (if applicable)

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Attorney for Debtor (if applicable)

Andrea Farber  
237 N Larch  
Anaheim, CA 92805

California Department of Tax and Fee  
Administration  
Account Information Group MIC:29  
PO Box 942879  
Sacramento, CA 94279-0029

California Employment Develop Depart  
Bankruptcy Group MIC 92E  
PO Box 826880  
Sacramento, CA 94280-0001

California Franchise Tax Board  
Bankruptcy Section MS: A-340  
PO Box 2952  
Sacramento, CA 95812-2952

CapFlow Funding Group Managers LLC  
Attn Andrew J Coon President  
201 Route 17 Suite 805  
Rutherford, NJ 07070

Captial 2 Thrive  
Attn President  
1801 Broadway Suite 1350  
Denver, CO 80202

CenterPoint Warehouse  
Attn Jose Fitzgerald  
PO Box 140  
Grandview, MO 64030

Coronado Investors Properties LLC  
Attn Hans Imhof  
General Manager - Warner Management  
2850 S Fariview Street  
Santa Ana, CA 92704

Fujian Dushi Wooden Industry  
Attn Paul Dushi  
Shaowu Econ and Tech Dev Zone  
Fujian, China

Gray Proctor & McMannis  
Attn Charles Proctor  
3991 MacArthur Suite 240  
Newport Beach, CA 92660

Internal Revenue Service  
PO Box 7346  
Philadelphia, PA 19101-7346

Jay Cambare  
30001 Golden Lantern Apt 63  
Laguna Niguel, CA 92677

Justin Jones  
1401 Kensington Court  
Southlake, TX 76092

Laroy Group  
Attn Bob Smitz  
Industrieweg 98-100 9032  
Wondelgem, België

Liberty Mutual Insurance  
Attn President  
PO Box 1604  
New York, NY 10116-1604

Nationwide Logistics  
Attn Trista Kinman  
PO Box 14508  
Cincinnati, OH 45250

New Concepts International Ind Limited  
Attn Thierry Jacquemin  
Unit 514 5/F Kenning Ind Bldg No 19  
Wang Hoi Rd  
Kowloon Bay, Hong Kong

NIK Transport  
Attn President  
10330 Pioneer Blvd #100  
Santa Fe Springs, CA 90670

Pacific Premier Bank  
Attn Josh Najarro  
17901 Van Karman Suite 1200  
Irvine, CA 92614

Pacific Premier Bank  
Attn Josh Najarro  
17901 Van Karman Suite 1200  
Irvine, CA 92614

Petco/International Pet Supplies & Distribution Inc.  
Petco Animal Supplies Stores Inc.  
9125 Rechco Road  
San Diego, CA 92121

PMW LLC  
Attn Kacee Larson  
3575 Ringsby Ct #411  
Denver, CO 80216

Raymond and Antoinette Clubb  
24 Whitecloud  
Irvine, CA 92614

Reine Castillo  
4017 Chowen Ave S  
Minneapolis, MN 55410

Sequoia Insurance Company  
800 Superior Avenue East 21st Floor  
Cleveland, OH 44114

SMH Financial Services  
Attn Sharon Heiser  
19200 Von Karman Suite 600  
Irvine, CA 92612

SPS Commerce  
Attn Accounts Receivable Ryan Ross  
333 South Seventh St Suite 1000  
Minneapolis, MN 55402

Stetina Brunda Garred & Brucker IP Law  
Attn Renee Lau  
75 Enterprise Suite 250  
Aliso Viejo, CA 92656

Teri and Justin Jones  
Attn Adam Connatser  
2929 Carlisle St  
Dallas, TX 75204

Teri P Jones  
1401 Kensington Court  
Southlake, TX 76092

The Loan Source  
Attn President  
353 E 83rd St  
New York, NY 10029

The MA Paterson  
Attn President  
840 Mustang Drive  
Grapevine, TX 76051

Timothy Taft  
762 Hague  
St Paul, MN 55104

True Value Company  
MSC Finance Dept  
8600 West Bryn Mawr  
Chicago, IL 80631

US Securities & Exchange Commission  
Attn Bankruptcy Counsel  
444 South Flower St Suite 900  
Los Angeles, CA 90071-2934

Victoria Coopman  
22187 Pine Drive  
Cedarpines Park, CA 92322

Vocational Improvement Program Inc  
Attn Jeff Specchio  
1310 East Riverview Drive  
San Bernardino, CA 92408

Worldwide Express  
Attn Felicia Hudak  
1720 Spillman Drive Suite 240  
Bethlehem, PA 18015

Wuxi Shuangzhen  
Attn He Rong Fan  
Shuofang Ind Park  
Wuxi New District, China

Xiamen DaDu Century Co., Ltd  
Attn Amy Dadu  
5F Haiyun Bld No 16 Haishan Rd  
Huli Dist Xiamen, China